

CORPORATE BYLAWS
OF
KEITH COUNTRY DAY SCHOOL

ARTICLE 1

CORPORATON

The name of the corporation shall be KEITH COUNTRRY DAY SCHOOL, an Illinois not-for-profit corporation.

SECTION 1.2 Corporate Purposes. The purposes of the corporation are to operate exclusively for charitable, scientific or educational purposes within the meaning of 501(c) (3) of the Internal Revenue Code of 1954, as amended, in the course of which operation:

(a) No part of the net earnings of the corporation shall inure so the benefit of, or be distributable to, trustees, officers or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code;

(c) Notwithstanding any other provisions of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income tax under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under 170(c)(2) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

and in furtherance thereof:

- (i) To promote the interests of organizations which fall within the category of §501(c)(3) of the Internal Revenue Code of 1954, as amended.
- (ii) To provide an educational environment consistent with the highest standards of an independent, non-sectarian school.
- (iii) To raise funds for any or all of the organizations described in subsection (a) of this section from the public and from all other sources available; to receive, maintain and administer such funds and to expend principal and income therefrom in furtherance of these purposes.
- (iv) To own, lease, donate or otherwise deal with property, real and personal, to be used in furtherance of these purposes.
- (v) To contract with other organizations, for-profit and not-for profit, with individuals, and with governmental agencies in furtherance of these purposes.

SECTION 1.3 Corporate Offices. The corporation shall have and continuously maintain in this state a registered office and registered agent whose office address is identical with such registered office, and may have other offices within or without the state of Illinois as the board of trustees may from time to time determine.

SECTION 1.4 Corporate Dissolution. In the event of the dissolution of the corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organizations or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

MEMBER

The corporation shall have no members.

ARTICLE III

BOARD OF TRUSTEES

SECTION 3.1 Powers. The affairs of the corporation shall be managed under the authority of the Board of Trustees, exercise its powers and shall control its property. It shall determine compliance with the corporation's stated purposes and shall have the power and authority to do and perform all acts of functions not inconsistent with these bylaws or the corporation's articles of incorporation.

SECTION 3.2 Board Membership. The Board of Trustees shall consist of the following classes of members;

(a) Elected. The Board of Trustees shall be composed of no fewer than 10 nor more than 15 trustees, except when vacancies occur on the board by reason of death, resignation, or otherwise, the number shall be reduced by such vacancies until qualified replacements are elected or appointed for the unexpired term.

SECTION 3.3 Nominations and Elections. Nominations to membership on the Board of Trustees may be made in writing by any member of the board. If the board of trustees has adopted separate rules and procedures for screening potential new board members, then such nominations shall be referred to the appropriate committee or task force charged with responsibility of selecting, interviewing and recommending new board members. Recommendation of any individual for membership on the Board of Trustees shall be made to all members of the board at least ten (10) days before a board meeting. The required members shall be elected by ballot of the trustees from the candidates so recommended. A majority of the board either present in person or by written proxy shall be necessary to elect.

SECTION 3.4 Terms. Each voting member of the board of trustees shall serve for a term of one (1) initial year with reappointment for any additional term at the discretion of the board. If reappointed after the first year on the board, the term shall be three (3) years. No member shall serve more than two consecutive three year terms. Notwithstanding the foregoing, the chairperson of the board may serve one additional year if he or she is to serve as chairperson during his or her last year of board membership.

The Board of Trustees may, at its discretion, establish the initial term for a trustee in order to stagger terms so that approximately one-third of the trustees' terms expire each year.

SECTION 3.5 Vacancies. Vacancies due to death, resignation, removal or other cause shall be filled by an appointee of the Board of Trustees. The appointee shall be nominated under the provisions of Section 3.3, and shall fulfill the unexpired portion of the vacated term. However, the Board of Trustees may designate, prior to the appointment, that the term be of a different duration (but no more than three years) in order to achieve the staggered terms described in Section 3.4 above. Should a director fill a vacancy for a term of eighteen (18) months or less, that term shall not be counted as part of the limit of two consecutive terms as provided for in Section 3.4 above.

SECTION 3.6 Annual Meeting. The annual meeting of the board of trustees shall be held no later than June of each year at the principal office of the corporation, or at such date and place and at such an hour as may be designated by the Board Chair in notice. The purpose of the annual meeting shall be to elect the trustees and appoint the officers of the corporation for the coming year and to transact such other business as may be desirable.

SECTION 3.7 Regular Meeting. The board of trustees shall hold regular meetings at least four (4) times annually at the principal office of the corporation or at such place as may be designated by the Board Chair.

SECTION 3.8 Special Meetings. Special meetings of the Board of Trustees may be called by the Board Chair, with the approval of three members of the Board or by five members of the Board with request in writing.

SECTION 3.9 Notice. Written notice of the time and date for the annual board meeting and all regular Board meetings for each year shall be provided, in advance, to each trustee no less than fifteen (15) calendar days prior to said meeting. Written notice of the time and place of each special meeting of the Board of Trustees shall be delivered to each trustee not less than two (2) days before the date of the meeting. Emergency meetings may be called as provided in Section 3.8, and notice may be less than as provided in Section 3.9, however, said shortened notice must be approved at said emergency meeting by two-thirds vote of the members of the Board of Trustees, and extraordinary efforts must be used to notify all trustees of any emergency meeting.

SECTION 3.10 Action by Unanimous Consent. Any action that may be taken at a board meeting may be taken without board meeting if a unanimous written consent is executed as required by the Illinois Not For Profit Corporation Act.

SECTION 3.11 Quorum. For all meetings of the Board of Trustees (other than for action taken by unanimous written consent), a quorum shall be a majority of the trustees then serving, who shall be present in person. Any trustee may participate in and act at any meeting of the board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate simultaneously with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating.

SECTION 3.12 Manner of Acting. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the board unless otherwise required by applicable law, the Article of Incorporation, or these by-laws. With the exception for the election of directors and officers, as per section 3.3 above, there shall be no proxy voting.

SECTION 3.13 Procedure. *Roberts Rules of Order Revised* (latest edition) may be invoked by the Board Chair or at the request of any three trustees present at a meeting.

SECTION 3.14 Removal of Trustees. A Trustee may be removed from the Board of Trustees for cause. "Cause" for purposes of this provision shall be a determination of the majority of Trustees present at a meeting at which quorum has been established that said Trustee has not abided by these Bylaws or the governing policies of the Board of Trustees then in effect. Removal shall require an affirmative vote of two-thirds of all voting Trustees.

ARTICLE IV

OFFICERS OF THE CORPORATION

SECTION 4.1 Designation of Corporate Officers. The elected officials of the corporation shall be chairperson of the board ("Board Chair") a vice chairperson of the board (Vice Chair) a secretary and a treasurer. The elected officers of the corporation shall serve at the pleasure of the Board of Trustees.

SECTION 4.2 Qualifications.

(a) Board Chair. The Board Chair must be an elected, voting member of the Board of Trustees who has served at least two years on the Board.

(b) Vice Chair. The vice chair must be an elected, voting member of the Board of Trustees.

(c) Secretary. The secretary must be an elected, voting member of the Board of Trustees.

(d) Treasurer. The treasurer must be an elected, voting member of the Board of Trustees.

SECTION 4.3 Duties of the Board Chair. The board chairman shall be the chief governance officer of the corporation and shall preside at meetings of the Board of Trustees and have all other duties assigned to him or her under these bylaws, the Board of Trustees' governing policies or by other board resolution.

SECTION 4.4 Duties of the Vice Chairman. In the absence of the Board Chair or in the event of his or her inability or refusal to act, the Vice Chair shall preside at the meetings of the Board of Trustees and shall perform such other duties as may be delegated to him or her from time to time by the board of trustees.

SECTION 4.5 Duties of the Secretary. The secretary shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees, and of any of its committees exercising authority as may be delegated by the Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the trustees entitled to vote. All books and records of the corporation may be inspected by any trustee for any proper purpose at any reasonable time.

SECTION 4.6 Duties of the Treasurer. The Treasurer shall advise the Board of Trustees on matters of fiscal policy, and serve as chairperson of the Board's Audit Committee, the duties and authority of which shall be stipulated in the Board's governing policies.

SECTION 4.7 Head of School. The Board of Trustees shall employ a Head of School, who shall serve as the chief officer of the corporation, and who shall have such duties, for such length of time, and at such compensation as may be determined by the Board of Trustees. The Head of School shall be responsible for the efficient day-to-day operation of the corporation's business, with authority to make decisions in a manner consistent with these bylaws and as set forth in such governing policies as the Board of Trustees may establish. The Head of School shall be responsible for the employment of the faculty and staff necessary to carry on the work of the corporation within the financial constraints established in the Board's governing policies. The Head of School shall serve without vote as an *ex officio* member of the Board of Trustees.

SECTION 4.8 Removal of Officers. As officers serve at the pleasure of the Board of Trustees, an officer may be removed from such officer position (Board Chair, Vice-Chair, Secretary, or Treasurer) by 2/3 majority of all Trustees eligible to vote.

ARTICLE V

COMMITTEES OF THE BOARD OF TRUSTEES

SECTION 5.1 Board Committees. The Board of Trustees may appoint committees as deemed appropriate in carrying out its purposes and in accordance with its governing policies. The resolution establishing such committees shall state the purpose, timeline, authority and the manner of composition of each committee. Each board committee must consist of not less than two trustees. Non-trustees may be appointed as committee members and shall have a vote unless the resolution establishing the committee or appointing non-member trustees provides otherwise. Each board committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the board. Each elected, voting member of the board of trustees shall serve on at least one (1) board committee. A majority of the voting members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee

SECTION 5.2 Limitations on Committee Authority. No committee shall have the authority to: (a) amend, alter or repeal these bylaws; (b) elect, appoint or remove any member of any Committee or any Director, Elected Officer or Employee of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the association not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board unless the resolution establishing such committee explicitly authorizes it to do so. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual trustee of any responsibility imposed upon it, him, or her by law.

ARTICLE VI

FISCAL MATTERS

SECTION 6.1 Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of trustees.

SECTION 6.2 Contracts. The Head of School and his or her express designees shall be authorized to execute contracts on behalf of the corporation. In addition, the board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, with such authority being either general or confined to specific instances.

SECTION 6.3 Loans and Indebtedness. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board with such authority being either general or confined to specific instances. No loan shall be granted to an officer or trustee of the corporation.

SECTION 6.4 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation or to the corporation, shall be executed in accordance with relevant provisions of the Board's governing policies as then in-effect.

SECTION 6.5 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

SECTION 6.6 Budgets. The Board of Trustees shall establish fiscal policies pertaining to the annual capital and operating budgets and management of the corporations finances, and shall establish procedures to review and ensure adherence to such standards.

SECTION 6.7 Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the corporation.

ARTICLE VII

CONFLICTS OF INTEREST

The Board of Trustees shall adopt by resolution a policy of the corporation and a mechanism for requiring disclosure of all conflicts of interest.

ARTICLE VIII

INDEMNIFICATION

SECTION 8.1 Basic Indemnification. The corporation shall indemnify each of its officers and trustees against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties, by reason of being or having been an officer or trustee, except in relation to matters as to which any such officer or trustee shall be adjudged in such action, suit or proceeding to be guilty of or liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Indemnification shall be made only as authorized by a majority vote of disinterested trustees or, if such a quorum is not obtainable, by independent legal counsel in a written opinion. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, board resolution, agreement or otherwise.

SECTION 8.2 Power to Hold Harmless. In accordance with §108.75 of the Illinois General-Not-For-Profit Corporation Act of 1986, 805 ILCS 105/108.75 (2012), 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee, agent or trustee or another corporation, partnership, joint venture, trust or other enterprise, or as a member of any administrative committee or other committee of any plan created under a trust, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

SECTION 8.3 Insurance Risk. The corporation's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former officers, trustees, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been officers, trustees, employees or agents of the corporation.

ARTICLE IX

NON-DISCRIMINATION

The corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, trustee, officer, contractor, or any other person with whom it deals, because of race, creed, color, handicap, sex, national origin or age

ARTICLE X

AFFILIATED ORGANIZATIONS


Any organization which by its actions or expressions of purpose seeks to support the purposes of the corporation shall, prior to taking any action reasonably related to the corporation, formulate bylaws, which shall be approved, along with any amendments thereto, by the Board of Trustees.

ARTICLE XI

AMENDMENTS

These bylaws may be altered, amended or repealed, and new bylaws adopted, at any annual, regular or special meeting of the board of trustees at which a quorum is present by a majority vote of the trustees of the corporation, provided that at least ten days advance written notice is given to each director of the intention to alter, amend, or repeal the bylaws.

ADOPTED by the board on the 16th of April, 2018, at Rockford,
Illinois


Secretary

DB