

AMENDED AND RESTATED BYLAWS
OF
LINDEN CORNER SCHOOL, INC.

These Amended and Restated Bylaws (hereafter “Bylaws”) shall regulate the affairs of Linden Corner School, Inc., subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 et seq., Tennessee Code Annotated.

SECTION 1
OFFICES AND REGISTERED AGENT

Section 1.01. Registered Office.

The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. Principal Office.

The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. Other Offices.

The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. Registered Agent.

The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

SECTION 2
BOARD OF DIRECTORS

Section 2.01. Purpose.

1. Hiring, evaluating, and supervising the chief administrator of the school. Delegating to her/him appropriate authorities necessary for the day-to-day management of the school’s affairs.
2. Assuming full responsibility for the financial well-being of the school.
 - a. Providing oversight of the financial and business areas.
 - b. Accepting responsibility for securing and maintaining adequate financial resources necessary for the school to operate successfully according to the short- and long-term expectations of the Board.
3. Assuming responsibility for providing and maintaining adequate facilities for the school’s operations, both short-term and long-term.

Section 2.02. General Powers and Qualifications.

All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age.

Section 2.03. Number of Directors.

The Board of Directors shall be comprised of nine (9) or ten (10) Directors, but these Bylaws may be amended from time to time to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than six (6) Directors. Although not mandatory, the Board shall strive to ensure that at all times three (3) of the Board members are members of the faculty of Linden Corner School ("Faculty Members"), that three (3) of the members of the Board are parents of students of Linden Corner School ("Parent Members"), that three (3) of the members of the Board are members of the community at large ("Community Members"). The Board shall further strive to ensure that the terms of the members within each of those three groups are staggered, such that one member from each of the three groups shall join the Board each year and one member from each group shall leave the Board each year. When it deems necessary or desirable to do so, the Board shall elect a tenth member of the Board, who shall be drawn from any of the three groups, depending upon the needs of the Board and of the school.

Section 2.04. Election and Tenure.

Directors shall be elected by the Board of Directors at a regular meeting of the Board of Directors to be held at the principal office of the Corporation, or at such other place as may be fixed by prior resolution of the Board of Directors, at 3201 Hillsboro Pike, 37215. Such elections shall take place on the second Saturday of April each and every year, with at least three members of the Board elected each such year. Each Director shall be elected to serve for a term of three (3) years, or until his or her successor is elected and qualifies, subject, however, to the removal of any Director as allowed by law. The faculty of Linden Corner School shall recommend to the Board the members of the faculty that shall occupy the Faculty Member positions on the Board. No later than the second Saturday of March of each year, the Dean of Faculty shall forward to the Chairman of the Board the name of the faculty member that the faculty recommends to replace the Faculty Member whose term is expiring. With respect to two of the three Parent Members ("PTA Parent Members"), the Linden Corner School Parent Teacher Association shall recommend to the Board parents that should occupy those positions. In those years in which the term of a PTA Parent Member is expiring, no later than second Saturday in March, the Chairman of the Parent Teacher Association shall provide to the Chairman of the Board the name of the parent that the Parent Teacher Association recommends to replace the PTA Parent Member whose term is expiring. Directors, including Faculty Members and PTA Parent Members, may be re-elected.

Section 2.05. Regular Meetings.

In addition to the regular meeting set forth in Section 2.03 above, other regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time.

Section 2.06. Special Meetings.

Special meetings of the Board of Directors may be called by the Chairman of the Board or by any two (2) Directors.

Section 2.07. Notice of Meetings.

Except as otherwise provided by these Bylaws, the notice requirements for meetings are as follows:

- (a) Regular meetings of the Board of Directors may be held without notice.
- (b) Special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting.
- (c) Notwithstanding (a) and (b) just above, any action by the Board of Directors to remove a Director or to approve a matter that would require approval by the members of the Corporation if the Corporation had members shall be preceded by at least seven (7) days' written notice to each Director that the matter will be voted upon at a therein specified meeting of the Board of Directors, unless such notice is waived pursuant to Section 2.07 or Section 5.04 below.
- (d) Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 2.08. Waiver of Notice of Meeting.

If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 2.09. Quorum and Voting.

A quorum of the Board of Directors consists of a majority of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, except as otherwise provided in these Bylaws.

Section 2.10. Vacancy.

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause:

- (a) The Board of Directors may fill the vacancy; or

(b) If the Directors remaining in office somehow constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Section 2.11. Removal of Director Without Cause.

The Board of Directors may remove any Director without cause by the affirmative vote for such removal of two-thirds (2/3) of the Directors then in office.

Section 2.12. Action Without Meeting.

Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 2.13. Board Committees and Respective Functions.

Mandatory Trustee managed committees are Executive Committee, Finance Committee, Development Committee, Strategic Planning Committee, and Facilities Committee. Committee functions and approved committee charters are listed as an addendum to the Bylaws.

Section 2.14. Indemnification.

With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 2.15. Immunity.

To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

SECTION 3 OFFICERS

Section 3.01. Required Officers.

The officers of the Corporation shall be a Chairman of the Board (who shall function as the President of the Corporation), a Secretary, Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. Except for the offices of Chairman, Secretary and Treasurer, the same individual may simultaneously hold more than one (1) office

in the Corporation. All officers must be natural persons and shall be at least eighteen (18) years of age.

Section 3.02. Election.

Each year at the regular meeting of the Board of Directors held as specified in Section 2.03 above, the Board shall elect the officers of the Corporation by a majority vote of those Directors present, provided a quorum exists.

Section 3.03. Term of Office.

The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with or without cause.

Section 3.04. Powers and Duties of Officers.

The powers and duties of the officers of the Corporation shall be as follows:

(a) Chairman. The Chairman shall attend and preside over all meetings of the Board of Directors.

(b) Secretary. The Secretary shall attend all meetings of the Board of Directors of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(c) Treasurer. The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 3.05. Removal.

The Board of Directors may remove any officer at any time with or without cause.

Section 3.06. Vacancies.

Any vacancies occurring in the offices of the Chairman of the Board, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Section 3.07. Delegation of Powers and Duties.

In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 3.08. Indemnification.

With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

SECTION 4 RECORDS AND REPORTS

Section 4.01. Corporate Records.

The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and appropriate accounting records.

Section 4.02. Records at Principal Office.

The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) A list of the names and business or home addresses of its current Directors and officers; and
- (d) The most recent annual report delivered to the Tennessee Secretary of State.

Section 4.03. Annual Financial Statements.

The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

SECTION 5 MISCELLANEOUS PROVISIONS

Section 5.01. Fiscal Year.

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5.02. No Seal.

The Corporation shall have no seal.

Section 5.03. Notices.

Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, or by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

Section 5.04. Waiver of Notice.

Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 5.05. Negotiable Instruments.

All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.

Section 5.06. Deposits.

The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

SECTION 6
AMENDMENT OF BYLAWS

Section 6.01. By Board of Directors.

By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided herein, except that such action to amend must be by a majority vote of the Directors then in office.

SECTION 7 COMMITTEE CHARTERS ADDENDUM

Finance Committee Charter

Mandated By: Board of Trustees

Mission

To provide leadership and guidance to the financial administration of the School and to the Board of Trustees such that the School operates in a fiscally responsible manner, supporting both Program and Facilities/Capital and strategic goals.

Authority and Responsibility

- To develop annual operating budget and recommend for Board approval
- To monitor actual performance compared to budget, highlight and anticipate materially adverse financial events in a timely manner to Board, along with recommendations to compensate for impact of such events
- To provide support and guidance to School's Finance and Accounting office and related personnel
- To assist in the evaluation of Administration Accounting/Finance employees

Individual(s) Receiving Mandate (or Composition/Selection Process)

- Board elects Treasurer and, if different, Committee Chairperson*
- Chief Administrator
- Others selected from LCS Community by above Committee members
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Term

1-year standard term, with staggered membership expirations. Treasurer and/or committee chairperson must have one year experience on Finance Committee. * The committee will develop a job description for Treasurer and Committee Chairperson for Board approval.

Chair or Reporting Individual of Mandate Group

Treasurer

Time and Frequency of Meeting

1 regularly scheduled meeting per month, plus additional meetings and/or teleconferences, as requested by Committee Chair or Treasurer

Resources Allocated to Enable the Committee's Work

Support of outside accounting firm and/or CPA

Group Receiving Reports and Responsible for Review of the Committee

Board of Trustees

Frequency of Reporting

Monthly, through meeting minutes or reports.

Executive Committee Charter

Mandated By: Board of Trustees

Mission

As provided in the Bylaws and subject to applicable law, the Executive Committee may exercise the authority of the Board of Directors in the management of the business and affairs of the Company when the Board of Directors is not in session.

Authority and Responsibility

(1) As provided in the Bylaws of the organization, the Executive Committee shall and may, subject to applicable law and the Bylaws of the Organization, exercise all of the powers and authority of the Board of Directors in the management of the business and affairs of the Company in the interim between meetings of the Board of Directors; provided, however, that the Executive Committee has no power to:

- (a) elect directors;
- (b) alter, amend or repeal the Bylaws or any resolution or resolutions of the directors designating an Executive Committee; or
- (c) appoint any member of the Executive Committee.

(2) The Executive Committee may delegate, as the Executive Committee deems advisable, certain responsibilities to an appropriate management or administrative committee or executive officers of the Company.

Individual(s) Receiving Mandate (or Composition/Selection Process)

The Executive Committee shall consist of three members of the Board of Directors. The Chairman of the Board shall chair the Executive Committee. The Board shall elect the remaining two members. The Chief Administrator shall be an ex-officio member of the Executive Committee. Two voting members of the Executive Committee shall be necessary to constitute a quorum, and in every case the affirmative vote of two members shall be necessary for the taking of any action.

Chair or Reporting Individual of Mandate Group

Board Chair

Time and Frequency of Meeting

As needed.

Resources Allocated to Enable the Committee's Work

The Annual Budget as approved by the Board of Trustees and other resources as approved by the Board.

Group Receiving Reports and Responsible for Review of the Committee

Board of Trustees

Frequency of Reporting

As needed.

Development Committee Charter

Mandated By: Board of Trustees

Mission

To submit for Board approval annual development goals and plans of how to achieve them; support Development office with the implementation.

Authority and Responsibility

Articulates committee goals and annual development budget with the Development Director.

Assists the Development office with the following:

- Annual campaign
- Major fundraising events
- Parent communications and relations
- Cultivation and Stewardship of major gifts for specific projects
- Non-admissions-related public relations

Individual(s) Receiving Mandate (or Composition/Selection Process)

- Board member(s) as assigned by Board
- Development Director and development staff
- Faculty selects one representative
- Open to any interested individuals

Chair or Reporting Individual of Mandate Group

Appointed by Board

Time and Frequency of Meeting

Monthly, and adjusted as needed to accommodate members' schedules

Resources Allocated to Enable the Committee's Work

Development budget

Group Receiving Reports and Responsible for Review of the Committee

Board of Trustees.

Frequency of Reporting

Monthly, through meeting minutes or reports.

Facilities Committee Charter

Mandated By: Board of Trustees

Mission

To develop for Board approval a facilities program that ensures a safe school environment and maintains and enhances the school's physical presence - buildings, equipment, and land.

Authority and Responsibility

Supports the Facilities Coordinator in carrying out approved programs.

Tasks include identifying and prioritizing facilities needs, preparing and managing community workdays, planning for future needs, working with budget guidelines and giving hands-on assistance with projects when possible.

Guidelines for prioritizing Facilities needs: (in descending order of need)

- Matters relating to health and safety
- Pedagogical support · Maintenance and repair of buildings, equipment and grounds
- Preventive maintenance
- Facility enhancement and planning for future needs
- Budget implications (this should be considered in all levels of priority)

Individual(s) Receiving Mandate (or Composition/Selection Process)

- Facilities Coordinator
- At least one Board member
- Volunteer members of the school community

Chair or Reporting Individual of Mandate Group

Chosen by the committee and approved by the Board

Time and Frequency of Meeting

Monthly, or as needed.

Resources Allocated to Enable the Committee's Work

Annual budgets allocated by the Board and the Finance Committee.

Group Receiving Reports and Responsible for Review of the Committee

Board of Trustees.

Frequency of Reporting

Monthly, through meeting minutes or reports.

Strategic Planning Committee Charter

Mandated By: Board of Trustees

Mission

To monitor and coordinate the planning process of the school.

Authority and Responsibility

- Facilitate the strategic planning process with Board/ faculty/ administration/ community
- Monitor the process of strategic plan with all participants
- Monitor and set time intervals for review process for: Mission and values statement, Master Plan, strategic plan, business plan, and accreditation
- Review the strategic aspects of the Master Plan and make recommendations to Board

Individual(s) Receiving Mandate (or Composition/Selection Process)

- Two Board members
- Faculty selects at least one member
- Chief Administrator
- Interested community members

To provide some sense of continuity, two members of this committee should have at least 3-5 years of experience in the school community

Chair or Reporting Individual of Mandate Group

Board member

Time and Frequency of Meeting

Monthly, or as needed.

Resources Allocated to Enable the Committee's Work

As directed by the Board.

Group Receiving Reports and Responsible for Review of the Committee

Board of Trustees and Faculty.

Frequency of Reporting

Monthly, through meeting minutes or reports.

Outreach Committee Charter

Mandated By: Board of Trustees 3/13/07

Mission

To make Linden Corner School known to the greater community while working to increase enrollment and improve retention within the school community.

Authority and Responsibility

- Works with the Director of Admissions to support enrollment activities
- Works with the Director of Admissions, the Development Committee and the Faculty to improve retention
- Works with the Development Committee to support marketing activities
- Works as liaison to the Linden Corner School Parent Alliance to coordinate volunteer involvement
- Oversees website maintenance
- Publishes monthly newsletter: "The Leaflet"
- Oversees Retention and Marketing subcommittees

Individual(s) Receiving Mandate (or Composition/Selection Process)

- One Board member
- Faculty selects at least one member
- Director of Admissions
- Director of Development
- Interested community members

Subcommittees

- *Retention* works with Director of Admissions and teachers on specific re-enrollment issues and parent education, and conducts exit interviews with families leaving Linden Corner School.
- *Marketing* is the outreach function and works with the trustees of Development and Admissions to further promote Linden Corner School to the greater Nashville community.

Chair or Reporting Individual of Mandate Group

Board member

Time and Frequency of Meeting

Monthly, or as needed.

Resources Allocated to Enable the Committee's Work

As directed by the Board.

Group Receiving Reports and Responsible for Review of the Committee

Board of Trustees

Frequency of Reporting

Monthly, through meeting minutes or reports.