

ARTS SCHOOLS NETWORK

AMENDED & RESTATED BYLAWS

(As of January 12, 2011)

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Arts Schools Network

BYLAWS

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the Arts Schools Network (hereinafter referred to as "NETWORK") shall be located within or without the District of Columbia. NETWORK may from time to time have such other offices as the Board of Directors may determine or as the affairs of NETWORK may require.

Section 2. Registered Office. NETWORK shall have and continuously maintain in the District of Columbia, a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of NETWORK. From time to time, the Board of Directors may change the address of the registered office.

ARTICLE II MEMBERS

Section 1. Members. The Corporation shall have one or more classes of non-voting members who shall consist of such organizations that wish to support the activities and objectives of the Corporation. The Board of Directors shall, from time to time, define the term and qualifications for membership in the Corporation, including the rights, duties, and obligations of each class of members. Upon being accepted as a member and paying any applicable membership dues, each member shall be entitled to such privileges and services as determined by the Board of Directors.

Section 2. Payment of Dues. Membership dues shall be payable in accordance with a dues schedule fixed by the Board of Directors from time to time.

ARTICLE III DIRECTORS

Section 1. Powers and Qualifications. The policies of NETWORK shall be determined and its affairs shall be managed by its Board of Directors. The directors shall act only as a Board of Directors, or as a committee thereof; individual directors shall have no power as such.

Section 2. Number. The initial number of directors of NETWORK shall be fixed by the Articles of Incorporation. Thereafter, the number of directors of NETWORK shall be not less than three (3) nor more than thirty (30), as determined from time to time by the Board of Directors.

Section 3. Election and Term of Directors. Directors shall consist of the officers of the Corporation (elected as provided in Article VI) and those individuals appointed by the Executive Committee of the Board of Directors. Each director serving by virtue of his or her position as an officer of the Corporation shall serve as long as he or she is an officer. Each director appointed by the Executive Committee shall serve for a two (2) year term and until his or her successor has been elected and qualified. Directors may be reappointed to serve for additional terms. The executive director may serve on the Board of Directors in a non-voting ex officio capacity.

Section 4. Resignations. Except as otherwise required by law, any director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective.

Section 5. Removal. Directors may be removed from office at any time, with or without cause, upon a majority vote of the Board of Directors. Notice of the intent to remove a director shall be given in accordance with Article IV, Section 5.

Section 6. Vacancies. Vacancies in the Board of Directors shall be deemed to exist in the event of the resignation, removal, or death of a director, or in the event of an increase in the number of directors. Any such vacancy shall be filled by appointment by the Executive Committee. A director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Location of Meetings. All meetings of the Board of Directors may be held within or without the District of Columbia and may be held by means of telephone conference, web conference, or any other means of communication by which all persons participating in the meeting are able to hear one another.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors and designated in the notice or waiver of notice of the meeting.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be held at such time (e.g. June/July, October/November and January) and place as shall be determined from time to time by the Board of Directors and designated in the notice or waiver of notice of the meeting.

Section 4. Call of Special Meetings. The President may call, or upon the request of a majority of the members of the Board of Directors, the Secretary shall call, special meetings of the Board of Directors.

Section 5. Notice of Meetings. Notice of meetings of the Board of Directors shall be in writing, and shall be served personally or sent to each director by mail, telegram, facsimile, or e-mail addressed to his or her last known address at least five (5) days before the time designated for such meeting. Such notice shall state the time and

place of the meeting; the purpose or purposes of such meeting need not be specified, unless otherwise required under the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 6. Waiver of Notice. Whenever notice is required to be given to any director under the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 7. Quorum of Directors and Action by the Board. At all meetings, a majority of the Board of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Board of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless otherwise required by the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

Section 8. Informal Action by Directors. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Section 9. Compensation of Directors. Directors may not receive compensation for services rendered to NETWORK in their capacity as directors; however, the Board may authorize reimbursement for all expenses incurred in connection with the performance of services for NETWORK, including but not limited to attendance at annual, regular, or special meetings of NETWORK. Nothing herein shall be construed to preclude any director from serving NETWORK in any other capacity and receiving compensation for such service.

ARTICLE V COMMITTEES

Section 1. Executive Committee. The Corporation shall have an Executive Committee, which shall consist of the officers of the Corporation. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation between meetings of the Board, but only to the extent provided for by resolution of the Board of Directors, and except as expressly limited by the District of Columbia Nonprofit Corporation Act.

Section 2. Other Board Committees. The Board of Directors may also designate from time to time two or more directors to serve on such other committee or committees of the Board as deemed appropriate. The Board of Directors shall have the power at any time to designate a member of such committee as its chair, fill vacancies, change the membership, or discharge a committee.

Section 3. Powers. Each committee shall have, and may exercise, such powers not inconsistent with the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, as authorized by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon him or her by law. The members of a committee shall act only as a committee.

Section 4. Term. Members of a committee shall serve for a term as designated by the Board of Directors; provided, however, that such term shall not last longer than his or her term as a director.

Section 5. Meetings. Meetings of a committee may be held within or without the District of Columbia, and may be held by means of telephone conference, web conference, or any other means of communication by which all persons participating in the meeting are able to hear one another. Each committee shall keep records of its actions and report such actions to the Board of Directors and the President.

Section 6. Quorum/Action. A majority of the then serving members of any committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the committee, except when a committee has only two (2) members in which case any action must be by unanimous consent.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of NETWORK shall be a president, vice president, secretary, treasurer, and such other officers as shall from time to time be provided for by the Board of Directors.

Section 2. Term of Office and Removal. The officers of NETWORK shall be elected by the Board of Directors at its annual meeting. Such officers shall hold office for a term of two (2) years until their respective successors are elected. The officers shall be subject to removal at any time whenever the Board of Directors determines that the best interest of NETWORK will be served thereby; provided, however, that removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights. Any individual who ceases to be an officer of NETWORK also ceases to be a director of NETWORK.

Section 3. President. The president shall have general supervision over the affairs of NETWORK, and shall perform all duties incident thereto and have such power as may from time to time be assigned by the Board of Directors.

Section 4. Vice President(s). The vice president, or if there shall be more than one (1), the vice presidents, in the order so determined by the Board of Directors, shall, in the absence or disability of the president, perform the duties and exercise the powers of the president, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5. Secretary. The secretary shall: act as secretary of all meetings of the Board of Directors and of such other committees as the Board of Directors shall specify; keep the minutes thereof in the proper book or books; see that the reports, statements, and other documents required by law are properly kept and filed; and in general perform all the duties incident to the office of secretary and such related duties as may from time to time be assigned by the Board of Directors or the president. The books, records, and papers in the hands of the secretary shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of his or her term of office, the secretary shall turn over to his or her successor in office all books, records, papers, and other properties of NETWORK.

Section 6. Treasurer. The treasurer shall: collect and keep an account of all moneys received and expended for the use of NETWORK; collect and keep an account of all moneys deposited by NETWORK in the name of NETWORK in such depositories as shall be approved by the Board of Directors; present reports of the finances of NETWORK at each annual meeting and when called upon by the president; and, perform such related duties as shall be directed by the Board of Directors or the president. The funds, books, and vouchers in the hands of the treasurer shall at all times be subject to the inspection, supervision, and control of the Board of Directors and the president. At the expiration of his or her term of office, the treasurer shall turn over to his or her successor in office all books, records, monies, and other properties of NETWORK.

Section 7. Other Officers. Other officers elected or appointed by the Board of Directors shall have such powers as shall be assigned to them by the Board of Directors or the president.

Section 8. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 9. Compensation of Officers, Agents, and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE VII LIABILITY AND INDEMNIFICATION

Section 1. Liability. To the extent permitted by the law of the District Columbia, in the absence of fraud or bad faith on their part, the directors of NETWORK shall not be personally liable for its debts, obligations, or liabilities.

Section 2. Indemnification. The NETWORK shall indemnify any director or officer, or former director or officer, and advance related expenses, against expenses incurred in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under these Bylaws, any agreement, vote of the Board of Directors, or otherwise.

In no case, however, shall NETWORK indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”). Further, if at any time NETWORK is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code.

If any part of this Article 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.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf of NETWORK, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of NETWORK. Any such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors may authorize the president or any other officer or agent of NETWORK to: obtain loans and advances at any time for NETWORK from any bank, trust company, firm, corporation, individual, or other institution; make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of NETWORK; and pledge and hypothecate, or transfer any securities or other property of NETWORK as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by NETWORK to any director or officer thereof.

Section 3. Gifts. The Board of Directors may accept on behalf of NETWORK any contribution, gift, bequest, or devise for the purposes of NETWORK.

Section 4. Investments. NETWORK shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board of Directors is restricted to prudent investments, which a director is or may hereafter be permitted by law to make.

Section 5. Voting of Securities Held by NETWORK. Stocks and other securities owned by NETWORK shall be voted, in person or by proxy, as the Board of

Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the president may determine.

Section 6. Books and Records. There shall be kept at the principal office of NETWORK correct books of accounts of all the business and transactions of NETWORK.

Section 7. Depositories. The funds of NETWORK not otherwise employed shall from time to time be deposited to the order of NETWORK in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one (1) or more officers or agents of NETWORK to whom such power may from time to time be delegated by the Board of Directors.

Section 8. Signatories. All checks, drafts, and other orders for payment of money out of the funds of NETWORK, and all notes and other evidences of indebtedness of NETWORK shall be signed on behalf of NETWORK in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the president of NETWORK.

Section 9. Corporate Seal. The corporate seal shall be circular in form, shall have the name of NETWORK inscribed thereon and shall contain the words “Corporate Seal” and “District of Columbia” and the year NETWORK was formed in the center, or shall be in such form as may be approved from time to time by the Board of Directors.

Section 10. Annual Audit or Review. The Board of Directors may require that an annual audit or review be made of the books and accounting records of NETWORK.

Section 11. Fiscal Year. The fiscal year of NETWORK shall be determined by resolution of the Board of Directors.

ARTICLE IX AMENDMENTS

These Bylaws, or any one (1) or more of the provisions thereof, may be altered, amended, or repealed and new Bylaws adopted by an affirmative vote of the majority of a quorum of the Board of Directors. Notice of the intent to alter, amend, or repeal and adopt new Bylaws shall be given to the Board of Directors in accordance with Article IV, Section 5 hereof.

ARTICLE X EFFECT OF PROVISIONS OF LAW AND ARTICLES OF INCORPORATION

Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the District of Columbia Nonprofit Corporation Act or the Articles of

Incorporation which relate to their subject matter and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

OFFICER'S CERTIFICATE

I, Ralph Opacic, Ed.D., President of the Arts Schools Network, formed and existing under the laws of the District of Columbia, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this nonprofit corporation as submitted and read to, and adopted by, the Board of Directors on January 12, 2011.

IN WITNESS WHEREOF, I have hereunder subscribed my name and affixed the Seal of NETWORK on this 12th day of January 2011.

Signature: 

Name: Ralph Opacic, Ed.D.

Title: Arts Schools Network, President;
and Executive Director, Orange County High School of the Arts, California

[Corporate Seal]

