
**BYLAWS
OF
EASTSIDE PREPARATORY SCHOOL**

**Effective: June 18th, 2003
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OF
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*ARTICLE 1
MEMBERSHIP*

The corporation shall have no members.

*ARTICLE 2
BOARD OF TRUSTEES*

Section 2.1 Powers and Qualifications.

The affairs of the corporation shall be managed by the Board of Trustees (the 'Board').

Section 2.2 Number and Term.

The number of Trustees of the corporation shall be not less than seven (7) and no more than twenty-one (21). The Board of Trustees, by amendment of these Bylaws may increase or decrease the number of Trustees, provided that no decrease in number shall have the effect of shortening the term of any incumbent. A trustee is elected for one term of three years duration. A trustee may serve a maximum of three consecutive three-year terms. After a period of one year, a trustee who has served a previous tenure of nine years (three consecutive three-year terms) may be elected to the board to begin a new tenure.

Effective July 1, 2003, the Board has two classes of trustees in service. All trustees elected prior to July 1, 2002, begin the second year of their first three year term on July 1, 2003. All trustees elected after July 1, 2002, begin the first year of their first three-year term on July 1, 2003. All trustees elected between July 1, 2003 and January 1, 2004, begin the first year of their three year term on July 1, 2003. Beginning July 1, 2005, trustees may be elected twice, annually, and not more than three times annually, at any regular or specially scheduled meeting of the Board of Trustees. Newly elected trustees may begin service in the month following their election by the board.

The Head of School is a non-voting, ex officio member of the Board of Trustees.

Section 2.3 Committees.

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint committees by the Board. Any such committee shall consist of **two (2)** or more Trustees and may include non-trustees if approved by the full board.

However, no such committee shall have the authority of the Board of Trustees to amend, alter or repeal the Bylaws; elect appoint or remove any member of any such

committee or any Trustee or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation authorize the voluntary dissolution of the corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board of Trustees or any individual Trustee of any responsibility imposed upon it, him or her by law.

Section 2.4 Advisory Committees.

The Board may by resolution designate and appoint advisory committees. The role of such advisory committees shall be to provide advice and expertise as requested by the Board. Such advisory committee shall have no authority in the governance of the corporation. The corporation's President shall appoint a chair of each advisory committee who shall call and preside over meetings of such advisory committee. The Board may at any time in its discretion remove any member of an advisory committee.

Section 2.5 Election .

Trustees shall be elected to hold office until the expiration of their term of office, and until his, her or their respective successors are elected and qualified.

Section 2.6 Removal.

The Board may remove any Trustee by majority vote at any meeting at which a quorum is present whenever in its judgment the best interests of the corporation will be served thereby.

Section 2.7 Vacancies.

The Board of Trustees shall have the power to fill any vacancy occurring in the Board and any trusteeship to be filled by reason of an increase of the number of Trustees by amendment to these Bylaws. Any Trustee elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

ARTICLE 3 MEETING OF BOARD OF DIRECTORS

Section 3.1 Annual Meetings.

The annual meeting of the Board of Trustees for the election of Trustees to succeed those whose terms expire and for the transactions of such other business as may properly come before the meeting, shall be held each year no later than June 30th of that year at the registered office of the corporation. Notice of the Annual Meeting must be received a minimum of fourteen (14) business days prior to the meeting date.

Section 3.2 Regular meetings.

Regular meetings of the Board of Trustees may be held at any place and time, whenever called by the president, secretary or any four (4) trustees.

Section 3.3 Special Meetings.

Special meetings of the Board of Trustees may be held at any place and time, whenever called by the president, secretary or any four (4) trustees.

Section 3.4 Notice of Meetings.

Notice of time and place of any special meeting of the Board of Trustees shall be given by the secretary, or by the Trustee or Trustees calling the meeting, by regular or express mail, electronic mail, facsimile, telegram or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where the Trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither business to be transacted nor the purpose of any meeting of the Board of Trustees need be specified in the notice or any waiver of notice of such meeting.

Section 3.5 Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business except as provided by law. The act of the majority of Trustees present at a meeting at which a quorum is present shall be the act of the board of Trustees. At any meeting of the Board of Trustees at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. A Trustee who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Trustee's dissent or abstention is entered in the minutes of the meeting or the Trustee files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

Section 3.6 Meetings Held by Telephone or Similar Communications Equipment.

Members of the Board of Trustees or its committees may participate in a meeting of the Board or such committees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE 4
ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Trustees (or its committees) of the corporation, may be taken without a meeting if consent in writing, including electronic mail and facsimile or other like instrument, setting forth the action so taken, shall be signed by a majority of the Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

ARTICLE 5
WAIVER OF NOTICE

Whenever any notice is required to be given to any Trustee of the corporation by the Articles of Incorporation or Bylaws or by the laws of the State of Washington, 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.

ARTICLE 6
OFFICERS

Section 6.1 Officers Enumerated.

The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Trustees, each of whom shall be annually elected by the Board of Trustees, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. In addition to the powers or duties specified below, the officers shall have powers and perform such duties as the Board of Trustees may prescribe.

Section 6.2 The President.

The president shall exercise the usual executive powers pertaining to the office of president, but shall neither execute nor dissolve any contracts or enforce or nullify any policies except as authorized by the board of trustees. He or she shall preside at meetings of the Board of Trustees and committees exercising the authority of the Board. The president may, as a representative of the Board, execute deeds, bonds, contracts and other obligations on behalf of the Board. The president serves one year on the Executive Committee as Past President. If the president's term ends during or prior to the end of his/her term, the term shall be extended to enable the single year of service as Past President.

Section 6.2 The Head of School.

The Head of School is an ex-officio, non-voting member of the Board of Trustees. The Head of School is the chief executive officer of the school, and is authorized by the Board of Trustees to lead and manage the school. The head may, as a representative of the Board, execute deeds, bonds, contracts and other obligations on behalf of the Board.

Section 6.3 The Vice President.

In the absence or disability of the president, the vice president shall act as president.

Section 6.4 The Secretary.

It shall be the duty of the secretary to keep the records of the proceedings of the Board of Trustees and when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents.

Section 6.5 The Treasurer.

The treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of trustees and in general, shall perform all of the duties incident to the office of treasurer.

Section 6.6 The Parents Association President.

The President of the Eastside Preparatory School Parents Association serves as an ex officio, non-voting member of the Board of Trustees concurrent with the term as President of the Parents Association.

Section 6.7 Vacancies.

Vacancies in any office arising from any cause may be filled by the Board of Trustees at any annual or special meeting.

Section 6.8 Salaries.

The salaries of all officers and agents of the corporation, if any, shall be fixed by the Board of Trustees. The Trustees shall serve without compensation for their roles as such, but shall be reimbursed for reasonable expenses as authorized by the Board.

Section 6.9 Removal.

Any officer elected or appointed may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation will be served thereby. A majority vote of the full board is required to remove any officer.

ARTICLE 7
ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 7.1 Fiscal Year.

The last day of the corporation's fiscal year shall be June 30th.

Section 7.2 Loans Prohibited.

The corporation shall make no loans to any officer or to any Trustee.

Section 7.3 Policy of Non-discrimination.

The corporation shall be composed of all of its programs without discrimination on the basis of race, color, national or ethnic origin.

Section 7.4 Corporate Seal.

The Board of Trustees may provide for a corporate seal, which shall have inscribed thereon the name of the corporation, the year and state of the corporation and the words 'corporate seal.'

Section 7.5 Books and records.

The corporation shall keep at its registered office, its principle office in this state or at its secretary's office if in this state the following: current Articles of Incorporation and Bylaws, correct and adequate records of accounts and finances, a record of officers' and Trustees' names and addresses, minutes of meetings of the board and any minutes which may be maintained by committees of the board. Original records may be retained or the information may be stored in electronic format provided the original records can be restored. All books and records of the corporation may be inspected by any Trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 7.6 Amendment of the Bylaws.

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Trustees at any annual or special meeting of the Board.

Section 7.7 Rules of Procedure.

The rules of procedure at meetings of the Board of Trustees of the corporation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Trustees.