

BYLAWS OF
THE WESTMINSTER SCHOOLS, INC.

As Amended and Restated on
November 21, 2002

and as Further Amended on May 19, 2004, May 24, 2006, July 1, 2008, July 1, 2009,
July 1, 2010, July 1, 2012, and January 15, 2019

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AMENDED AND RESTATED
BYLAWS
OF
THE WESTMINSTER SCHOOLS, INC.

ARTICLE ONE

PURPOSES AND GOVERNING INSTRUMENTS

Section 1.1 Purpose. The business, purpose and object of the corporation, which is hereinafter referred to as the "School," is to operate, maintain and conduct a Christian, independent day school for boys and girls, which seeks to develop the whole person for college and for life through excellent education.

Section 1.2 Nonprofit Corporation. The School shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code (the "Code"), the purpose of which is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. The School shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in the Articles of Incorporation and this Article One and as are in furtherance of educational purposes under Section 501(c)(3) of the Internal Revenue Code.

Section 1.3 Governing Instruments. The School shall be governed by its Articles of Incorporation and these Bylaws. In the event that any provision of these Bylaws conflicts with any provision of the Articles of Incorporation, the provision in the Articles of Incorporation shall govern.

ARTICLE TWO

OFFICES

Section 2.1 Registered Office and Agent. The School shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office. The Board of Trustees may from time to time change the address of the registered office, and the name of the registered agent at the registered office, by filing the appropriate documents in the office of the Secretary of State of the State of Georgia in accordance with law.

Section 2.2 Other Offices. The principal office of the School shall be located in the State of Georgia. The School may have other offices, and may conduct its affairs, at such place or places within or outside the State of Georgia as the Board of Trustees may determine from time to time or the affairs of the School may require or make desirable.

ARTICLE THREE

TRUSTEES

Section 3.1 General. The business and affairs of the School shall be managed by a Board of Trustees, which shall perform the same functions as, and shall be governed by the provisions applicable to, a Board of Directors under the Code. At least three-fourths (3/4ths) of the Trustees shall be members of a Christian church, and at least two Trustees shall be ordained Christian ministers. Each Trustee shall affirm in writing his or her ability to support the mission of the School.

Section 3.2 Number and Term of Office.

(a) The Board of Trustees shall have not fewer than 22 nor more than 35 members, with the precise number of members to be set by the Board from time to time. Trustees shall be divided into four classes of approximately even numbers. Trustees shall be nominated by the Governance and Nominating Committee and elected for a term of four years. Trustees elected at the annual meeting shall begin their terms on the July 1st following their election. Trustees elected pursuant to Section 3.5 to fill vacancies shall be elected for the unexpired term of his or her predecessor in office and begin their terms on the first day of the month following their elections. Trustees are eligible to be considered for nomination by the Governance and Nominating Committee in light of the then current needs and priorities of the School and may be reelected to serve an additional term of four years, but no person may serve more than two terms (whether full or partial) as a Trustee; provided, however that a Trustee who serves as Chair of the Board may continue to serve as a Trustee during his or her full term in office as Chair, a Trustee who has been elected pursuant to Section 3.5 to fill a vacancy may be nominated by the Governance Committee and reelected by the Board to serve the unexpired term of his or her predecessor and two full terms, and, in exceptional cases, a Trustee who has completed two terms (whether full or partial) may after one year be nominated by the Governance and Nominating Committee and be reelected by the Board to serve as a Trustee pursuant to this Section 3.2(a).

(b) Effective as of July 1, 2018, the former classification of Trustees as Charter Trustees and Term Trustees is eliminated and Charter Trustees who were eligible as of July 1, 2018 to continue serving as Trustees may elect to complete the terms for which they were elected or to be assigned by the Board to one of the four classes of Trustees.

Section 3.3 Trustees Emeriti. A Trustee who has completed two terms (whether full or partial) as provided in paragraph 3.2 shall become a Trustee Emeritus. Trustees Emeriti shall be entitled to meet periodically with the President and members of his or her administration and to receive updates relating to strategy and student life and, from time to time, may upon their request be invited to attend meetings of the Board but shall have no vote.

Section 3.4 Alumni Representatives. The President of the Alumni Board shall be invited as a guest to each regular meeting of the Board of Trustees. He or she shall have no vote but shall be entitled to receive notice of each meeting of the Board, to attend and participate in such meetings and to receive copies of minutes, committee reports and other material which is sent to members of the Board.

Section 3.5 Vacancies. A vacancy occurring among the Trustees may be filled by vote of the Trustees upon the nomination of the Governance and Nominating Committee. A Trustee who is elected to fill a vacancy shall be elected to hold office for the unexpired term of his or her predecessor and shall be eligible for re-election in accordance with Section 3.2(a).

Section 3.6 Resignation and Removal. Any Trustee may resign by notice in writing to the Secretary. It being among the highest duties of a Trustee to attend and participate in Board meetings, any Trustee failing to attend at least fifty percent (50%) of the meetings of the Board, either in person or remotely, in any School year shall be subject to removal from the Board upon the recommendation of the Governance and Nominating Committee and vote of a majority of the Trustees then in office. The Board by a two-thirds vote of the Trustees then in office shall have the power to remove any Trustee if, in the opinion of the Board, the welfare of the School requires it.

Section 3.7 Regular Meetings. The Chair of the Board or the Secretary shall cause notice to be given each year of the date, time and place, either within or without the State of Georgia, for the holding of regular meetings of the Board of Trustees. The last meeting of the Board during each School year, which is generally held in May, shall serve as the annual meeting of the Board.

Section 3.8 Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the Chair of the Board, the President, or any four Trustees. The person or persons authorized to call special meetings of the Board of Trustees may fix the date, time and place, either within or without the State of Georgia, for holding any special meeting of the Board of Trustees called by them.

Section 3.9 Notice. Notice of any special meeting shall be given at least three days prior thereto by written notice delivered to each Trustee at his or her business or home address in person, by mail or private carrier, or by facsimile, e-mail or other form of wire or wireless communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, so addressed, with first-class postage thereon prepaid. If by private carrier, such notice shall be deemed to be delivered when delivered to the carrier. If by facsimile, e-mail or other form of wire or wireless communication, such notice shall be deemed to be delivered when transmitted, with confirmed receipt. Notwithstanding the foregoing, the above-stated notice requirements of this section may be satisfied by telephonic notice to each Trustee to his or her business or home telephone number if, in the opinion of the Chair of the Board (or in his or her absence, the Vice Chair of the Board) the subject matter of the special meeting is of such an exigent or emergency nature that it is in the best interest of the School to dispense with written notice. Any Trustee may waive notice of any meeting before or after the date and time stated in the notice. Except as provided in the next sentence, the waiver must be in writing, signed by the Trustee and delivered to the Secretary for filing with the corporate

records. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a Trustee objects at the beginning of a meeting (or promptly upon arrival) to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees needs to be specified in the notice of such meeting, except as to a meeting to amend these Bylaws or as required by law.

Section 3.10 Quorum. A majority of the total number of Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees, but if less than such majority is present at a meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice if the new date, time and place of the meeting is announced at the meeting before adjournment.

Section 3.11 Manner of Acting. Except as otherwise provided in these Bylaws or the Articles of Incorporation or by applicable law, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees then holding office and delivered to the Secretary for filing with the corporate records reflecting the action so taken. Such action shall be effective as of the time the last Trustee signs the consent, unless the consent specifies a different effective date.

Section 3.13 Presumption of Assent. A Trustee who is present at a meeting of the Board of Trustees at which action on any matter is taken shall be deemed to have assented to the action taken unless (a) the Trustee objects at the beginning of the meeting (or promptly upon arrival) to holding the meeting or transacting business at the meeting, (b) the Trustee's dissent or abstention shall be entered in the minutes of the meeting or (c) the Trustee delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Secretary immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Trustee who voted in favor of such action.

Section 3.14 Telephone and Similar Meetings. Trustees may participate in a meeting by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 3.15 Conduct of Meetings. The Board of Trustees may adopt by resolution such rules and regulations for the conduct of meetings of the Board as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the person presiding over any meeting of the Board shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such person, are appropriate for the proper conduct of the meeting. Unless and to the extent determined by the Board of Trustees, by the person presiding

over the meeting or by majority vote of the Trustees present at such meeting, meetings of the Board shall not be required to be held in accordance with the rules of parliamentary procedure.

ARTICLE FOUR

COMMITTEES OF THE BOARD

Section 4.1 Executive Committee. The Board of Trustees shall elect an Executive Committee from its members. Subject to Section 4.2 hereof, the Executive Committee shall decide all questions affecting the interests of the School which may be brought before it between meetings of the Board, in matters consistent with previous decisions and existing policies of the Board. It shall serve as an advisory council for the President. The Executive Committee shall undertake such duties as may be delegated to it from time to time in accordance with the charter thereof, which charter shall be subject to the approval of the Board. Official actions of the Executive Committee shall be reported to the Board at the next succeeding Board meeting.

Section 4.2 Governance and Nominating Committee; Other Committees; Duties and Powers of Committees. The Governance and Nominating Committee shall serve as the nominating committee of the Board of Trustees to nominate Trustees to the Board of Trustees, for election at each annual meeting of the Board pursuant to Section 3.2(a) hereof and to fill vacancies pursuant to Section 3.5 and to nominate the officers prescribed by the Bylaws, and to undertake such other duties as may be delegated to it in accordance with the charter thereof, which charter shall be subject to approval of the Board. The Board of Trustees or the Executive Committee may establish such other committees, subcommittees, *ad hoc* committees and task forces (collectively “the Committees”) of the Board as they may deem appropriate from time to time and fix their duties in accordance with the charters thereof, which charters shall be subject to approval of the Board, except that no Committee, including the Executive Committee, shall have the power to: authorize any distribution of assets, income or property to Trustees or officers of the School (other than as payment of indemnification or reasonable compensation, fees or expenses incurred in the performance of duties on behalf of the School); approve the dissolution, merger or sale, pledge, or transfer of all or substantially all of the assets of the School; elect, appoint or remove Trustees or fill vacancies on the Board of Trustees, or any of its committees; or adopt, amend or repeal the Articles of Incorporation or Bylaws of the School. The Committees of the Board shall be governed by these Bylaws and the charters thereof. In the event that any provision of any charter conflicts with any provision of the Bylaws, the provision of the Bylaws shall govern.

Section 4.3 Membership of Committees. The Chair of the Board shall consult with the Governance and Nominating Committee and shall nominate annually to the Board the members of all committees, which appointments shall be subject to approval of the Board. All Committees shall have a least three members, and all committees other than the Executive Committee may include individuals who are not then serving as Trustees, but who have served as Trustees in the past, to serve with then-serving Trustees as voting members of any such committees of the Board. All Committees other than the Executive Committee and the Personnel Committee also may include persons who have not served as Trustees in the past, but

such non-Trustee members shall not be voting members of such committees. The Chair of the Board shall appoint one Trustee member of each committee to be the chair of such committee. Unless prohibited by Committee charter, the President shall be an *ex officio* voting member of all committees.

Section 4.4 Committee Governance. The provisions of Article Three regarding the Board of Trustees and its meetings and deliberations shall apply to the committees of the Board of Trustees.

ARTICLE FIVE

OFFICERS

Section 5.1 Officers. The officers of the School shall consist of a Chair of the Board, a Vice Chair of the Board, a President, a Treasurer, a Secretary and an Assistant Secretary and such other officers and assistant officers as the Board, or the President in consultation with the Chair of the Board, may appoint from time to time.

Section 5.2 Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Trustees and the Executive Committee.

Section 5.3 Vice Chair of the Board. Should the Chair of the Board be unavailable, the Vice Chair of the Board, or any other individual designated by the Board of Trustees, shall act in place of the Chair.

Section 5.4 President. The President shall be the chief executive officer of the School and charged with the general oversight of the School and its business affairs, with all of the rights and duties afforded to, and with the authority to act as, the president of the School; sign contracts and other instruments that may require his or her signature and delegate such authority to others, either generally or in specific instances; keep in touch with the Senior Administrators concerning the educational, social and spiritual life of the students and the business and operations of the School; have supervision of the admission of students, the raising of funds and the public relations of the School; and in general perform all duties incident to the office of President and such other duties as may from time to time be assigned by the Board of Trustees. The President shall serve as an *ex officio* voting member of the Board.

Section 5.5 Treasurer. The Treasurer shall have charge and custody and be responsible for all funds and securities of the School; receive and give receipts for monies due and payable to the School from any source whatsoever and deposit all such monies in the name of the School in such bank, trust company or other depository as shall be selected by the Board of Trustees; sign contracts and other instruments that may require his or her signature; and in general perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the President or by the Board of Trustees.

Section 5.6 Secretary. The Secretary shall be responsible for preparing minutes of all meetings of the Board of Trustees and for authenticating the corporate records of the School;

have the authority to give all notices required to be given to the Trustees; be custodian of the corporate records and seal of the School and see that the seal is affixed on all documents, the execution of which on behalf of the School under its seal is duly authorized; sign with the President or other authorized person contracts and other instruments that may require his or her signature; keep a register of the mailing address, e-mail address and telephone number of each Trustee; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the President or by the Board of Trustees.

Section 5.7 Assistant Secretary. The Assistant Secretary shall perform the duties and exercise the powers of the Secretary in his or her absence or inability to act and otherwise aid in the execution of the Secretary's duties; and in general perform all of the duties incident to the office of Assistant Secretary and such other duties as may from time to time be assigned by the President or by the Board of Trustees.

Section 5.8 Term of Office. The Chair of the Board, Vice Chair of the Board, President, Treasurer, Secretary and Assistant Secretary shall be elected annually by the Board for terms of one year and until their successors are elected and qualified, and all other officers shall hold their offices for such terms as may be prescribed by the Board of Trustees or, if appointed by the President, by him or her. The Chair of the Board and the Vice Chair may not serve more than five consecutive one year terms. All officers, however appointed, may be removed at any time, with or without cause, by the Board, and any officer appointed by the President may also be removed at any time, with or without cause, by the President following consultation with (but expressly not requiring approval by) the Chair of the Board.

ARTICLE SIX

SENIOR ADMINISTRATORS AND FACULTY

Section 6.1 Senior Administrators. The President shall appoint Senior Administrators following consultation with (but expressly not requiring approval by) the Chair of the Board. Senior Administrators are those persons who are in charge of a principal division, unit or function of the School or who otherwise perform a significant policy-making function for the School. A Senior Administrator shall have such authority and shall perform such duties as the President may assign to him or her. A Senior Administrator may be removed at any time, with or without cause, by the Board or by the President following consultation with (but expressly not requiring approval by) the Chair of the Board.

Section 6.2 The Faculty. Except in special circumstances, faculty members shall be nominated by the appropriate Principals, Dean of Faculty or other appropriate Senior Administrator to the President for his or her approval and action. A faculty member may be removed at any time by the President.

ARTICLE SEVEN

APPEALS

Section 7.1 Appeals. Any member of the faculty and any student who may be dissatisfied with any action taken by the School may appeal in writing to the President and request a hearing. The President shall provide a time and place for proper hearing, and may include in such hearing any persons whom the President may wish to have assist him at such hearing, and after such hearing the President may render a decision. The decision of the President shall be final and binding, and the President shall report the decision to the appellant and the Executive Committee. The President may delegate responsibility for any such appeal and/or hearing to any person in such manner as the President deems appropriate.

ARTICLE EIGHT

INTERESTED TRUSTEES AND OFFICERS

Section 8.1 Interested Trustees and Officers.

(a) No contract or transaction between the School and one or more of its Trustees or officers, or between the School and any other corporation, partnership, association or other organization in which one or more of its Trustees, officers or any family member of such Trustee or officer are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Trustee or officer is present at or participates in the meeting of the Board of Trustees or committee thereof which authorizes the contract or transaction, or solely because his or her votes are counted for such purpose, if:

(1) The material facts as to his or her interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested Trustee or Trustees; or

(2) The contract or transaction is fair as to the School as of the time it is authorized, approved or ratified by the Board or a committee thereof.

(b) Interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes the contract or transaction.

ARTICLE NINE

INDEMNIFICATION AND INSURANCE

Section 9.1 Definitions and References. Terms used in this Article shall have the meanings assigned such terms in Part 5 of Article 8 of the Code, except that the term "Trustee" as used in this Article shall mean "director" as such term is used in Part 5 of Article 8 of the Code.

Whenever in this provision reference is made to a specific section of the Code, such reference shall be deemed to refer to such section as amended from time to time or any successor provision.

Section 9.2 Indemnification of and Advancement of Expenses to Trustees. The School shall indemnify and advance expenses to the Trustees to the full extent and under the conditions that a Georgia nonprofit corporation is permitted to indemnify and advance expenses to its directors under Part 5 of Article 8 of the Code, as amended from time to time.

Section 9.3 Indemnification of and Advancement of Expenses to Officers, Employees and Agents. The School shall indemnify and advance expenses to its Board-elected officers who are not Trustees (and may, if authorized for a specific proceeding, indemnify and advance expenses to its other employees and agents who are not Board-elected officers or Trustees) to the same extent and under the same conditions as to Trustees. No advancement or reimbursement of expenses to officers, employees or agents in accordance with the foregoing sentence shall be made unless the proposed indemnitee furnishes the School a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Section 14-2-851(a), and he or she furnishes the School a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification under this Article or under Part 5 of Article 8 of the Code.

Section 9.4 Insurance. The School may purchase and maintain insurance on behalf of an individual who is a Trustee, officer, employee or agent of the School or who, while a Trustee, officer, employee or agent of the School, serves at the School's request as a director, officer, partner, trustee, employee or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Trustee, officer, employee, or agent, whether or not the School would have power to indemnify or advance expenses to him or her against the same liability under this Article or under Part 5 of Article 8 of the Code.

Section 9.5 Contract Rights. The right to indemnification and advancement of expenses conferred hereunder to Trustees and Board-elected officers shall be a contract right and shall not be affected adversely to any Trustee or Board-elected officer by any amendment, modification or rescission of these Bylaws with respect to any action or inaction occurring prior to such amendment; provided, however, that this provision shall not confer upon any indemnitee or potential indemnitee (in his or her capacity as such) the right to consent or object to any subsequent amendment of these Bylaws.

Section 9.6 Non-exclusivity, Etc. The rights of a Trustee or officer hereunder shall be in addition to any other rights with respect to indemnification, advancement of expenses or otherwise that he or she may have under contract or the Code or otherwise.

Section 9.7 Conflicts with Code. To the extent that any of the provisions of this Article are held to be inconsistent with any of the provisions of Part 5 of Article 8 of the Code, such provisions of the Code shall govern.

Section 9.8 Severability. In the event that any of the provisions of this Article (including any provision within a single section, subsection, division or sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions of this Article shall remain enforceable to the fullest extent permitted by law.

ARTICLE TEN

AMENDMENTS

Section 10.1 Power to Amend Bylaws. These Bylaws may be amended by a three-fourths (3/4ths) vote of those Trustees present at any meeting of the Board of Trustees at which a quorum exists, provided seven days' notice of the meeting and of the proposed amendment has been given to all the Trustees.