

BY-LAWS
OF
GERMAN INTERNATIONAL SCHOOL NEW YORK
(Incorporated by the Regents of the University of the State of New York
under Section 216 of the Education Law of the State Of New York)

ARTICLE 1
NAME AND PRINCIPAL OFFICES OF CORPORATION

SECTION 1.1. The name of the Corporation is "German International School New York" (*Deutscher Schulverein* New York).

SECTION 1.2. The principal offices of the Corporation shall be located at 50 Partridge Road, City of White Plains, County of Westchester, State of New York.

ARTICLE II
GOAL AND PURPOSES OF CORPORATION

SECTION 2.1. (a) The purposes of the Corporation shall be the conduct, operation and maintenance of a non-denominational school for the education and instruction of children in German and English in Grades One (1) through Twelve (12), as well as kindergarten and pre-school (the "School"), in the history, literature, music, art, culture and fine arts of the German speaking population of the world as well as to engage in such other educational and instructional activities as may serve to further the purposes aforesaid.

(b) The Corporation may also operate and maintain a German Language School offering instruction in the German language, literature, and culture to children and adults. Such operations shall remain separate and independent from, and shall not divert resources from, or interfere with, the common operation of the "School", and the defined purposes of the Corporation as outlined in Section 2.1.

SECTION 2.2. It is the goal of the School to enable its students to obtain an education based on the prevailing educational standards in the Federal Republic of Germany by means of a German curriculum which, in general, will qualify such students for German diplomas and enable them to pursue advanced degrees in Germany and the United States.

SECTION 2.3. In addition, it is the goal of the School to acquaint its students with the culture and language prevailing in the United States, in general, and in the State of New York, in particular, as well as to foster and support extracurricular activities and mutual understanding.

SECTION 2.4. The School shall admit qualified students regardless of race, religion, color, national or ethnic origin, gender, or sexual orientation. Admitted students shall be expected to possess or acquire a requisite command of the German language.

SECTION 2.5.

(a) The educational structure of the School shall be established with reference to the goals and purposes herein set forth and shall, in the light of its purpose of providing a German curriculum, be defined in detail by the Board of Trustees in agreement with the Foreign Office of the Federal Republic of Germany and the appropriate educational authorities of the Federal Republic, as represented locally by the consular representation of the Federal Republic of Germany in New York, as well as with the appropriate educational authorities of the State of New York.

(b) Matters pertaining to the organizational structure of the School shall be defined in detail by the Board of Trustees in agreement with the Head of School, whose duties and jurisdiction in connection with educational and internal administrative questions shall be determined by the Guidelines for the Office of Head of School ("Dienstordnung").

(c) Decisions on matters pertaining to or affecting the nature and scope of assistance available from the Federal Republic of Germany shall be made in agreement with the Foreign Office of the Federal Republic of Germany.

SECTION 2.6. The Corporation is not formed for pecuniary or financial gain and no part of the net earnings of the Corporation shall inure to the benefit of any individual, and no trustee, officer, member or employee of the Corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services rendered to the extent approved in advance by the Board of Trustees.

ARTICLE III MEMBERSHIP

SECTION 3.1. Any natural person, age 18 or over, who supports the goals of the Corporation, may become a member of the Corporation upon election by the Board of Trustees after written application submitted to the Board of Trustees. In such application, the applicant shall undertake to pay the annual dues established pursuant to the By-laws.

SECTION 3.2. A corporation, to the extent that it supports the goals of the Corporation, may also become a member of the Corporation upon election by the Board of Trustees after written application submitted to the Board of Trustees. In such application, the applicant shall undertake to pay the annual dues established pursuant to the By-laws.

SECTION 3.3. An individual or corporate applicant shall become a member upon favorable action by the Board of Trustees taken by vote of at least a two-thirds majority if a quorum is present. No grounds shall be given in the event of the rejection of any applicant.

SECTION 3.4. Persons who have rendered notable services to the School, the German language or to cultural relations between the Federal Republic of Germany and the United States may be elected honorary members of the Corporation by vote of the meeting of members upon proposal by the Board of Trustees. Honorary members shall be exempt from the payment of any dues and shall be entitled to all the privileges of regular members.

SECTION 3.5. Deleted.

SECTION 3.6. Unless otherwise terminated in accordance with the provisions of these By-laws, membership in the Corporation shall be for life. Membership shall terminate upon the death of the member, the withdrawal or expulsion of the member and upon non-payment of dues by the end of the School Year (as in Section 9.3 defined) despite a written request therefor.

SECTION 3.7. Any member may withdraw by written notice to the Board of Trustees effective as of the end of any School Year.

SECTION 3.8. Deleted.

SECTION 3.9. A member may be expelled by resolution of the Board of Trustees if such member has damaged the reputation, standing or interests of the school by reason of the behavior of the member. Prior to the adoption of such an expulsion resolution, the member involved shall be furnished the opportunity to be heard in his defense. A resolution expelling a member shall require the vote of a two-thirds majority if a quorum is present. The member involved shall be notified of the resolution together with the reasons therefor.

SECTION 3.10. Any member who has been expelled shall have the right to appeal the resolution to the meeting of members. The vote of the meeting of members in this respect shall be final.

ARTICLE IV MEETINGS OF MEMBERS

SECTION 4.1 The annual meeting of members shall take place during the fourth quarter of each calendar year on such date as may be determined by the Board of Trustees. The Chair shall call the meeting of members to be held on the date so determined.

SECTION 4.2. Special meetings of members may be called by the Board of Trustees when deemed advisable upon the notice in Section 4.4 herein provided. A special meeting of members shall be called by the Chair within three weeks of receipt by him of the written request therefore by at least 20 percent of the members in good standing setting forth the reasons for the meeting.

SECTION 4.3. The presence in person of at least 12-1/2 percent of the members of the Corporation in good standing and entitled to vote shall be required to constitute a quorum for the transaction of business. In the absence of a quorum, the members present may adjourn the meeting to a date within fourteen days of the Meeting.

SECTION 4.4. Notice of any meeting of members shall be given in writing and shall be mailed or transmitted electronically, except as herein or by statute otherwise provided, to the last recorded address of each member not less than twenty five (25) days before the date appointed for the meeting, in the case of an annual meeting, and not less than fifteen (15) days before the date appointed for the meeting, in the case of a special meeting. All notices of meeting shall set forth the place, date, time and purpose of the meeting.

SECTION 4.5.

(a) The order of business at annual meetings of members shall be as follows: (1) calling of the roll; (2) proof of notice of meeting or waiver of notice; (3) reading and adoption of the

minutes of previous meetings; (4) report of the Chair relating to the activities of the Board of Trustees; (5) consideration of the report of the Head of School; (6) consideration of the auditors's report as well as the report of the Treasurer, including a report on the current budget; (7) ratification of the acts of the Board of Trustees; (8) determination of annual dues; (9) action upon any proposal of the Board of Trustees to the extent that such proposal was set forth in the Notice of Meeting; (10) action upon any proposal of members to the extent that such proposal was submitted to the Board of Trustees in writing at least 20 days prior to the annual meeting of members and was set forth in a supplemental Notice of Meeting; (11) consideration and vote upon any appeal against expulsion from membership; (12) election of Board of Trustees; and, (13) ratification of the selection of auditors.

(b) To the extent that any proposal of the Board of Trustees is submitted to the meeting of members after Notice of Meeting has been given, such proposal may be submitted to the meeting and acted upon only upon the affirmative vote of a majority of the members present.

(c) The proceedings of the meeting of members shall be conducted in the German or English languages as appropriate, and, to the extent deemed necessary or advisable by the Board of Trustees, shall be recorded in both the German and the English languages.

SECTION 4.6. Except as otherwise specifically provided herein, all matters that come before the meeting shall be decided by majority vote of the members present in person or by proxy if a quorum is present. Every member of the Corporation in good standing shall have one vote at a meeting of members, except that members who are teachers or employees of the School shall not be entitled to vote upon the election of trustees or upon the ratification of the acts of the Board of Trustees.

SECTION 4.7. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy to the extent provided in this Section. Every proxy must be signed by the member or his attorney-in-fact. The validity of any proxy authorized hereunder shall be limited to one annual or special meeting of members, and any adjournments thereof, and shall in any event expire sixty (60) days after the date notice of any such annual or special meeting of members has been given hereunder. Notwithstanding the foregoing, every proxy shall be revocable at any time at the pleasure of the member executing it, except as otherwise provided therein and as permitted by law.

SECTION 4.8. The Secretary shall keep the minutes of every meeting of members. Such minutes shall be signed both by the Secretary and the Chair. The Chair shall cause a copy of the minutes to be sent to all members and to the Consulate General of the Federal Republic of Germany. Requests for amendments to the minutes shall be documented by the Chair and shall be brought up at the next meeting of members.

ARTICLE V TRUSTEES

SECTION 5.1. The property, affairs, business and concerns of the Corporation shall be vested in the Board of Trustees. Members of the Board of Trustees shall be members of the Corporation. Teachers, employees and members of parents' associations of the School and their immediate relatives, including spouses, shall not be eligible for election as Trustees.

SECTION.5.2. (**) The number of voting trustees serving on the Board of Trustees shall be fifteen (15). Voting trustees may appoint up to three non-voting trustees in accordance with section 5.4.(b) of these by-laws.

SECTION 5.3. The Head of School as well as the Consul General of the Federal Republic of Germany, or his delegate, shall be invited to attend all meetings of the Board of Trustees. The Board of Trustees may further invite such members or officials of the School as it may deem advisable to any or all of its meetings. Although any such invitees may participate in the deliberations of the meetings, they shall not have the right to vote. At the discretion of the Chair, part of the meeting may be conducted as a closed session of the Board with voting trustees, the head of school and the representatives of the Consulate General of the Federal Republic of Germany present.

SECTION 5.4. (**) (a) At each annual meeting of members held after the adoption of this amendment, five (5) trustees shall be elected for a term of three years. Any trustee whose term has expired may be reelected to additional terms in accordance with these By-laws. For the avoidance of doubt, each trustee elected at annual meetings of members prior to the adoption this amendment shall continue to hold office for the remainder of his or her respective term, and any vacancy in the Board of Trustees with respect to such trustees shall be filled in accordance with Section 5.7. of these By-laws.

(b) The elected trustees may appoint up to three additional non-voting trustees to serve until the first board meeting of the academic year following their appointment. Appointed trustees shall be eligible for reappointment.

SECTION 5.5. Any trustee of the Corporation may resign at any time by giving written notice to the Board of Trustees, its Chair, the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.6. Any or all of the Trustees may be removed either for cause or without cause by vote of the meeting of members, subject only to the limitations contained in Section 706(c) of the Not-For-Profit Corporation Law. Any trustee may be removed for cause by vote of the Board of Trustees provided a quorum of not less than a majority of voting trustees is present at the meeting of the Board of Trustees at which such action is taken. Any trustee may be removed without cause by an affirmative vote of no less than 4/5 of the remaining voting trustees cast either in writing, transmitted electronically, or in person at the meeting of the Board of Trustees at which such action is taken. In either case, notice of the action to be taken at a meeting of members or at a meeting of the Board of Trustees shall be included in the notice of the meeting.

SECTION 5.7. Whenever a vacancy occurs in the Board of Trustees by death, resignation or otherwise, such vacancy may be filled by the remaining members of the Board of Trustees, although less than a quorum exists. The person so elected shall hold office until the next annual or special meeting of members and until his successor shall have been elected and shall have qualified.

SECTION 5.8. The officers and the assistant officers of the Corporation shall be chosen from among the Board of Trustees.

SECTION 5.9. The presence of one-half of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If a quorum is not present, a lesser number may adjourn the meeting to a later time or date.

SECTION 5.10. The vote of a majority of the voting Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board, except as may be otherwise specifically provided by the certificate of incorporation or by these By-laws.

SECTION 5.11. Meetings of the Board of Trustees shall be called by the Chair of the Board of Trustees. Notice of any meeting shall be given in writing and shall be mailed or transmitted electronically to the last recorded address of each member of the Board of Trustees no less than seven (7) days before the date appointed for the Meeting. Upon the request of two members of the Board of Trustees, the Head of School, or the Consul General of the Federal Republic of Germany, the Chair shall, within seven (7) days of receipt of such request, call a Meeting upon no less than four (4) days' notice.

SECTION 5.12.

(a) At appropriate meetings of the Board of Trustees, the Board shall consider and take action upon the following matters:

- (1) Selection, employment, evaluation, and dismissal of the Head of School;
- (2) employment and dismissal of teachers and employees of the school, as well as preliminary approval of the employment contracts with respect to teachers furnished by the "Bundesverwaltungsamt - Zentralstelle fuer das Auslandsschulwesen" in Cologne in cooperation and consultation with the Head of School according to the provisions in the Guidelines for the Office of Head of School ("Dienstordnung");
- (3) the goals, purposes and structure of the School consistent with the provisions of Article II hereof;
- (4) promulgation of the rules and regulations proposed by the Head of School;
- (5) consideration and adoption of the budget for the coming School Year, including establishment of tuition fees, in light of the conditions surrounding the grant of subsidy by the Federal Republic of Germany;
- (6) provision of the necessary means to operate the School, including regular surveillance of the current budget;
- (7) action upon applications for waiver or reduction of tuition;
- (8) action with respect to the election or expulsion of members;

(9) determination of date of annual meeting of members and call of special meeting of members, if deemed advisable, as well as establishment of agenda of such meetings;

(10) action relating to matters of School discipline to the extent required by the School regulations.

(b) The proceedings of the meetings of the Board of Trustees shall be conducted in the German language or the English language and, to the extent deemed necessary or advisable by the Board of Trustees, shall be recorded in both the German and the English languages.

SECTION 5.13. The Board of Trustees may, by resolution adopted by a majority of all voting members of Board of Trustees, designate from among its members an Executive Committee consisting of three or more trustees, which Executive Committee shall have and exercise all the authority of the Board of Trustees in the intervals between meetings of the Board of Trustees, subject only to the limitations contained in Section 712 of the New York Not-For-Profit Corporation Law.

The presence of the greater of 3 (three) or one-half of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later time or date.

SECTION 5.14 The members of the Board of Trustees, or of any committee designated by such Board, may participate in any meetings of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting. (*)

SECTION 5.15 The Board of Trustees shall adopt and maintain a set of written Rules of Internal Business Procedure. The Rules shall determine the regular conduct of business and shall be binding for all trustees. The Rules of Internal Business Procedure can be changed or amended by a majority of no less than 75% (3/4) of all voting trustees.(**)

ARTICLE VI OFFICERS

SECTION 6.1. The Board of Trustees shall elect the President of the Corporation, a Chair of the Board, a secretary, and a treasurer of the Corporation and from time to time may elect or appoint one or more vice presidents and such assistant officers as it may determine. Any two or more offices may be held by the same person, except that the office of secretary shall not be combined with that of any other officer in one person. If the positions of President and of Chair are held by different individuals, Chair and President shall reciprocally represent each other in all business internal and external.

SECTION 6.2. Each officer shall hold office until the next annual meeting of members and until his successor has been elected and shall have qualified. Any officer is answerable to the Board, and may be removed by the Board with or without cause.

(*) Section 5.14 was amended on Nov. 12, 1986.

(**) Section 5.15 was amended Nov. 22, 2021.

SECTION 6.3. The officers of the Corporation shall each have such powers and authority and perform such duties in the management of the property and affairs of the Corporation as from time to time may be prescribed by the Board of Trustees and, to the extent not so prescribed, they shall each have such powers and authority and perform such duties in the management of the affairs and property of the Corporation, subject to the control of the Board of Trustees as generally pertain to their respective offices.

SECTION 6.4. Services performed by any member of the Board of Trustees, including those holding any office on the Board of Trustees, are considered voluntary, and no trustee shall be entitled to any remuneration or financial benefit of any kind in exchange for holding any office or performing any such services.

ARTICLE VII INDEMNIFICATION

SECTION 7.1. The Corporation shall, to the full extent authorized by Sections 721 through 727 of the New York Not-For-Profit Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. Nothing herein contained shall affect any rights to indemnification to which corporate personnel other than trustees and officers may be entitled by contract or otherwise under law.

ARTICLE VIII AMENDMENTS

SECTION 8.1. The By-Laws of the Corporation may be adopted, amended or repealed at any meeting of members called for such purpose by the affirmative vote of two thirds of the members present, in person or by proxy, at the time of the vote if a quorum is present at such time.

SECTION 8.2. Amendments of the By-Laws of the Corporation shall be made in consultation with the Foreign Office of the Federal Republic of Germany.

ARTICLE IX MISCELLANEOUS PROVISIONS

SECTION 9.1. All contracts, checks, notes or other instruments evidencing binding obligations of the corporation shall be signed by such officers or other agents of the Corporation as shall be thereunto duly authorized from time to time by the Board of Trustees.

SECTION 9.2. The rights and obligations of the Head of School, including his participation in personnel decisions of the Board of Trustees, shall be governed by his employment agreement, the Guidelines for the Office of Head of School ("Dienstordnung"), as well as by the regulations of the School and the rules of the School teachers' conference.

SECTION 9.3. The school year of the Corporation, which shall also be its fiscal year, shall be the twelve (12) month period commencing September 1 in any calendar year and ending August 31 in the following calendar year (*).

SECTION 9.4. The Board of Trustees shall assure the appropriate participation of teachers, students and parents in the extra-curricular life of the School in accordance with the rules applicable to the School.

SECTION 9.5. The Board of Trustees shall annually select an auditor to audit the financial books and records of the Corporation as well as the balance sheet and profit and loss statement for the fiscal year. Such selection shall be submitted to the meeting of members for ratification. The selection of an auditor shall be for one year in each case, although the same auditor may be selected again for further fiscal years.

SECTION 9.6. Upon the adoption of any plan of dissolution and distribution of assets by the Board of Trustees, approval of any such plan by the members shall require the affirmative vote of three-quarters of the members entitled to vote.

SECTION 9.7. In the event of the dissolution of the Corporation, its net assets and property shall be distributed pursuant to Section 220 of the Education Law of the State of New York. Upon any such dissolution, the Board of Trustees shall petition the Supreme Court situated in the County in which the principal place of business of the Corporation shall then be located requesting that the distribution of such net assets and properties be made to an organization or organizations (i) whose purposes are the same or similar to the purposes set forth in Section 2.1 of Article II hereof and (ii) which qualify under Section 501(c)(3) of the Internal Revenue Code, as amended, and requesting further that, such conditions being satisfied and to the extent feasible, the said Court designate as distributee of such net assets and property a qualified school providing German-language instruction which is so-recognized by the Foreign Office of the Federal Republic of Germany, operating in the State of New York or in another State or territory of the United States.

SECTION 9.8. Notwithstanding any provisions herein contained, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code) or (ii) by a corporation contributions to which are deductible under Section 172(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code).

* Section 9.3 was amended at the Annual Meeting of Members on November 23, 1987.