GERMAN INTERNATIONAL SCHOOL | Boston

By-Laws of the German International School Boston Inc.

Approval by the German Foreign Office, represented by the Consulate General of the Federal Republic of Germany in Boston and the ZfA: October 17, 2022

Adoption of By-Laws by Membership at Annual Membership Meeting: November 15, 2023

Translated by Linguistic Systems, Inc., Certifications: ISO 9001 • ISO 17100 • ISO 18587 • ISO 27001

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I. ARTICLE
NAME AND PRINCIPAL OFFICE OF THE Corporation

SECTION 1.1. Name

The name of the Corporation is "German International School Boston, Inc."(Deutsche Internationale Schule Boston).

SECTION 1.2. Principal Office of Corporation

The Board of Trustees may relocate the headquarters of the School within the Commonwealth of Massachusetts by filing with the Secretary of the Commonwealth [Register of Commerce], proof of such relocation or the annual business report.

II. ARTICLE
PURPOSE AND GOAL OF THE Corporation

SECTION 2.1. Purpose of the Corporation

The purposes of the Corporation shall be to manage, operate and maintain a non-denominational school for the education and training of German-speaking children in the first (1st) through twelfth (12th) grades, including kindergarten and preschool levels. The aim is to educate students in the history, literature, music, art, culture, and fine arts of the German-speaking people of the world. Students will be guided to engage in such other educational and instructional activities, both in German and in English as may be deemed appropriate by the Board of Trustees from time to time to further the purposes aforesaid. The Board of Trustees may, based on available funding, available students, and other considerations conduct, operate, and maintain the School with the number of grade levels it finds appropriate.

SECTION 2.2. Goal of the Corporation

The school's goal is to provide its students with an education based on the prevailing educational standards of the Federal Republic of Germany through a German curriculum that largely qualifies students for a high school diploma ("Abitur") in Germany and in the United States and enables them to pursue higher degrees in Germany, in other European countries, and also in the United States.

SECTION 2.3. Cross-Cultural Mission

Furthermore, it is an objective of the School to make its students broadly familiar with the culture and language prevalent in the United States and, in particular, in the Commonwealth of Massachusetts, and also to encourage and support extracurricular activities and mutual understanding.

SECTION 2.4. Non-Discrimination Commitment

The School is subject to the non-discrimination commitment treatment in the administration of its educational and admissions policies, scholarship and loan policies (if any), employment policies, and other programs and activities administered by the Corporation on the basis of race, color, sex, religion, or national or ethnic origin.

(a) The School shall accord to students of every race, color, sex, religion, and national or ethnic origin all the rights, privileges, programs, and activities generally accorded to students within the educational programs offered by the School.

(b) Within these general guidelines, the school is open to all students provided they

(i.) have the requisite command of the German language,
(ii.) the capacity of the School is not exceeded, and
(iii.) admission is consistent with the relevant national and state law.

SECTION 2.5. Structure of the School

The educational structure of the School shall be determined with reference to the purposes and objectives set forth herein and shall, in 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 Boston, as well as by the appropriate educational authorities of the Commonwealth of Massachusetts.

All matters relating to the organizational structure of the School shall be defined in detail by the Board of Trustees in agreement with the Head of the School, whose duties and responsibilities in connection with educational and internal administrative matters shall be determined by the *Guidelines for the office of Head of School* ("Dienstordnung") issued by the Federal Office for Foreign Affairs (BfAA) - Central Agency for Schools Abroad.

SECTION 2.6. Compensation

The Corporation is not formed for profit or for the purpose of obtaining monetary advantages, and no part of the net profits of the Corporation shall insure to the benefit of any individual. No trustee, officer, member, or employee of the Corporation shall receive or be entitled to any financial gain resulting from the operation of the school. Profits earned shall be used exclusively for the operation, expansion or development of the School or as reserves or provisions for such purposes. Trustees or Committee Members shall not receive reimbursement of expenses for their services rendered in an honorary capacity or for their attendance at meetings of the board or committees. Reimbursement of actual expenses reasonably incurred in the performance of the Corporation's duties shall not be affected. TRustees shall be precluded from offering services to the Corporation in any form and from receiving remuneration for these services rendered.

III. ARTICLE
MEMBERSHIP

SECTION 3.1. Members

All legal guardians whose children are enrolled at the German International School Boston and provide school fees automatically become members of the Corporation upon conclusion of the Enrolment Agreement, unless they expressly decide not to become members. Other natural persons who do not fall under § 3.1, clause 1, are at least 18 years old and support the objectives of the Corporation may become members of the Corporation. The applicant must submit a written application for membership to the Board of Trustees and therein commit to pay the annual membership dues in accordance with these Bylaws no later than 15 days prior to the date set for the fall meeting or request an exemption from such payment.

SECTION 3.2. Corporate Members

A legal entity may also become members of the Corporation, provided that they support the objectives of this Corporation. Applicants must submit a written application for membership to the Board of Trustees, in which they agree to pay the annually assessed dues or request an exemption from such payment. They may send a representative to the Membership Meeting who is entitled to vote and who, in principle (or generally), possesses a sufficient command of the German language.

SECTION 3.3. Election of Members

The election of a natural or corporate applicant shall become effective if the Board of Trustees endorses it and adopts it by a majority of at least two-thirds of the votes, provided that a quorum is present in accordance with Section 5.6. The same applies to the election of other natural persons who do not belong to the circle of members according to paragraph 3.1. sentence 1. In case of rejection of an applicant, no reasons need to be given.

SECTION 3.4. Honorary Members and Advisory Council for the Board of Trustees

a) Persons who show a special interest in the school, the German language, or the cultural relations between the Federal Republic of Germany and the United States of America, who have rendered outstanding services to the school, may be elected honorary members of the Corporation by vote of the members present at the Membership Meeting upon the recommendation of the Board of Trustees. Honorary members of the Corporation shall be exempt from payment of dues and shall be entitled to all privileges of regular members.

b) Distinguished persons and leaders who demonstrate a special interest in the school, the German language, or cultural relations between the Federal Republic of Germany and the United States of America, or who have rendered outstanding service to the school, may be elected to an Advisory Council established by the Board of Trustees and serve as special advisors to the board. These individuals shall serve in an advisory capacity either on an annual basis or for a period determined by the board, or until they resign or as otherwise determined by the Board of Trustees. Members of the Advisory Council shall not have the right to call or vote at any meeting, shall not be counted in determining a quorum, and shall have no other rights or duties.

SECTION 3.5. Eligibility to Vote

A member who has not paid the membership dues owed for the current school year despite due dates in accordance with § 3.1 of these bylaws and a separate demand for payment on the day of the fall meeting of members or an extraordinary Membership Meeting held during the school year may not vote at such a meeting.

SECTION 3.6. Termination of Membership

Unless otherwise terminated in accordance with the provisions of these Bylaws, membership shall terminate upon the death of the member of the Corporation, the resignation or expulsion of the member of the Corporation (as defined in Section 3.9), or automatically at the end of the school year for which the member of the Corporation, despite written demand,

has failed to make payment of the dues (if any) due from such member of the Corporation under Section 3.1 of these bylaws.

SECTION 3.7. Withdrawal of Membership

Any member of the Corporation may resign by giving written notice to the Board of Trustees, effective at the end of the school year.

SECTION 3.8. Prohibition of Assignment

The rights and privileges of a Member of the Corporation shall not be transferred.

SECTION 3.9. Expulsion of Members

A member of the Corporation may be expelled by resolution of the Board of Trustees if they damage the reputation, standing, or interests of the school as a result of their conduct. Before a decision is taken in this regard, the member concerned shall be granted a right to be heard in their defense. A resolution to expel a member from the Corporation shall require a two-thirds majority of the Board of Trustees with a quorum. The resolution shall be communicated to the member of the Corporation concerned, stating the reasons.

SECTION 3.10. Appeal of Resolution of Expulsion

Any member of the Corporation who has been expelled shall have the right to appeal the resolution to the Annual Meeting of Members at which a member quorum is present. The vote of the Meeting of Members in this respect shall be final.

IV. ARTICLE
Membership MeetingS

SECTION 4.1. Regular Membership Meetings

Two regular Membership Meetings shall be held annually:

1) The Fall Membership Meeting shall be held in October or November following the start of the new school year on the date established by the Board of Trustees.

2) The Spring Membership Meeting shall be held within the first three months after winter break. This meeting is for informational purposes only, unless the Board of Trustees declare in writing no later than fifteen calendar days prior to the Membership Meeting that the agenda includes a vote.

The Chair of the Board of Trustees (as defined in Section 6.4) shall convene and preside at regular Membership Meetings. The invitation must be in writing and include the place, date, time, nature and purpose of the meeting and the agenda and the minutes of the last annual Membership Meeting.

If regular Membership Meetings cannot be held on the regular date due to extraordinary circumstances, the Board of Trustees shall call the Membership Meeting as soon as the Board of Trustees deems appropriate. Failure to hold regular meetings of members shall not invalidate the management of the Corporation.

Ordinary Membership Meeting shall be held in German or, to the extent deemed necessary or advisable by the Board of Trustees, in English and, to the extent deemed necessary or advisable by the Board of Trustees, shall be recorded accordingly.

SECTION 4.2. Special Meetings

Special Membership Meeting may be called by the Board of Trustees upon notice in accordance with Section 4.4, as the Board of Trustees deems advisable. A Special Membership Meeting shall be called by the Chair of the Board of Trustees, stating the reasons, within three weeks of receipt of a written request from 12.5% of the members who must be present for a valid vote on motions according to Paragraph 4.5. The Special Membership Meeting shall otherwise be held in accordance with the provisions of Paragraph 4.1.

SECTION 4.3. Membership Meetings by Remote Communication

If, in exceptional cases, it is not possible to hold a Membership Meeting in person due to official requirements and/or other compelling impediments, the Board of Trustees may decide to hold such a meeting in a suitable virtual form. Necessary resolutions, which cannot wait until the impediment is removed, can be brought about in this case by written or suitable electronic vote. This applies, under strict conditions, to meetings with an agenda that is only slightly extensive and less complex, that also contain items of lesser importance, in particular of lesser economic scope, and that are not expected to be of a conflictual or more severely controversial nature.

The Board of Trustees shall have the right to hold Membership Meetings in virtual form, provided that all laws and requirements as well as provisions of the articles of the Corporation are complied with.

Membership Meetings in virtual/electronic form are permissible without the aforementioned restrictions if they are of a purely informal nature and do not involve voting and elections.

In the case of virtual participation of members, the Corporation ensures that the following measures are taken for appropriate participation:

(a) verify that each participant who participates virtually is either a member or an authorized proxy holder

(b) vote on all agenda items specified in the invitation and to take note of them simultaneously by word, image and/or direct discussion.

(c) determine the format of the Membership Meeting before convening the meeting

The results of votes and other resolutions of the meetings shall be recorded in the minutes. A record of the minutes shall be provided to the Consulate General of the Federal Republic of Germany in Boston.

SECTION 4.4. Notice Requirement

Notice of a Membership Meeting shall be in writing and, except as otherwise provided herein or in the Bylaws, shall be mailed or sent electronically to the last recorded address of each member at least twenty-one (21) days prior to the date fixed for the meeting in the case of an annual meeting and at least fifteen (15) days prior to the date fixed for the meeting in the case of a Special Meeting. All notices of meetings shall state the place, date, time, nature and purpose of the meeting and an agenda.

Special Membership Meetings shall be called in the same manner as regular Membership Meetings.

SECTION 4.5. Quorum

A quorum shall be deemed to be present at a Membership Meeting and may vote on motions if at least 12.5 percent of the members of the Corporation are present. If the number of members is less than one hundred (100) members of the Corporation, the presence of at least twenty-five percent (25%) of the members of the Corporation shall be required to constitute a

quorum. If a quorum is not present, the members present may adjourn the meeting to a date within a period of fourteen (14) days after the meeting.

SECTION 4.6. Order of Business for Fall Membership Meetings

(a) The agenda for the Fall Membership Meeting is as follows:

1) Calling the roll;
2) Proof of meeting notice or waiver of notice;
3) Reading and acceptance of minutes of previous annual Membership Meeting;
4) Report of the Chair of the Board on the activities of the Board of Trustees;
5) Consideration of the Report of the Head of School;
6) Reports of the Chair of the Parent Council and of the Parent Association;
7) Acceptance of the report of the auditors;
8) Vote on the financial management and financial statements of the previous financial year;
9) Vote on the discharge of the Board of Trustees for the preceding financial year;
10) Ratification of the acts of the Board of Trustees;
11) Ratification of resolutions on taking out loans, insofar as the Board of Trustees is not authorized to make decisions in accordance with paragraph 5.9 (Duties of the Board of Trustees);
12) Establish annual membership dues for the school year that begins after the Fall Membership Meeting;
13) Voting on amendments or changes to the articles;
14) Vote on school community policies;
15) Vote on the appointment of Honorary Members;
16) Examination and decision on appeal against exclusion from membership according to Para. 3 item 10;
17) Election of the Board of Trustees of the Corporation; and
18) Election of auditors.

SECTION 4.7. Voting Power

a) Unless otherwise specified, all business brought before the meeting shall be decided by a majority of the votes cast by the members present or by proxy in the case of a quorum. Except for members who are teachers or employees of the school and who are not entitled to vote on the election of board members or on any ratification of resolutions of the Board of Trustees, each member of the Corporation shall have one (1) vote at the Membership Meeting.

b) Members of the Corporation who are eligible to vote for the election of Trustees shall be entitled to vote only for the number of candidates standing for election as Trustee equal to the number of vacancies to be filled at the fall Membership Meeting, and a member of the Corporation may cast only one (1) vote for a candidate at a time. Votes cast for each candidate are totaled, and candidates are ranked by the number of votes received (from highest to lowest). The candidate with the highest number of votes received, the candidate with the next highest number of votes received, and so on, shall be considered elected until all vacant seats are filled.

SECTION 4.8. Proxy

Any member of the Corporation entitled to vote at a regular Membership Meeting or to express their approval or disapproval by an act in writing without a meeting may give authority to another person or persons to act for them by proxy to the extent provided in this section. The number of proxies is limited to three per person. Each proxy must be signed by the member of the Corporation or their authorized representative. The validity of a proxy entitled to vote under this section shall be limited to one (1) regular or Special Membership Meeting of the members and any adjournment thereof and in any event shall expire sixty (60) days after the date on which notice of such regular or Special Membership Meeting is given pursuant to this section. Notwithstanding the foregoing, any 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 4.9. Minutes

The Secretary of the Corporation (as defined in 6.6) shall keep the minutes of each meeting of the members. Such minutes shall be signed by both the Secretary of the Corporation and the Chair of the Board of Trustees. The Chair of the Board of Trustees shall arrange for a copy of the minutes to be sent to all members of the Corporation and to the Consulate General of the Federal Republic of Germany in Boston. Motions to amend the minutes shall be documented by the Secretary of the Corporation and brought up at the next regular Membership Meeting.

V. ARTICLE
TRUSTEES

SECTION 5.1. Management of the Corporation

The management of the assets, affairs, business and concerns of the Corporation shall be vested in the Board of Trustees. The Members of the Board of Trustees must be members of the Corporation. Teachers, students, employees, members of the Parent Council and officers of the Parent Association of the school as well as the immediate relatives of the aforementioned persons (this also includes household members and other close relatives of Trustees as well as employees of the school association - this applies in particular to spouses/life partners, children, parents and siblings of these groups of persons - cannot be elected to the Board of Trustees.

SECTION 5.2. Composition of the Board of Trustees

The Board of Trustees shall consist of at least seven (7) and not more than nine (9) members. The minimum or maximum number of Trustees on the Board may be reduced or increased to an odd number with a corresponding amendment to the articles. The Trustees of the Board shall elect the Chair of the Board, Treasurer and Secretary at the first regular meeting following the Fall Membership Meeting. The Chair of the Board of Trustees is also the President of the Corporation.

SECTION 5.3. Tenure of Office of Trustees

A member of the Board of Trustees shall be in office for a term of three years beginning with his/her acceptance of his/her election. Each member of the Board of Trustees shall be elected as an individual. Members of the Board may be reelected twice. Elections for the Board of Trustees shall be held during the first regular Membership Meeting of the academic year.

SECTION 5.4. Participation in Board Meetings

The Head of the School and the Consul General of the Federal Republic of Germany in Boston or their designee(s) shall be invited to attend all meetings of the Board of Trustees. The Board of Trustees may also ask members of the advisory board to attend meetings of the Board of Trustees in an advisory capacity if it deems this appropriate. It is not possible for non-elected advisory board members to temporarily assume the role of a trustee, as trustees are elected by the members of the Corporation and are present in the performance of their fiduciary duties to the Corporation. The Chair of the Board of Trustees, in consultation with the Board

of Trustees, shall decide to admit guests to board meetings, taking into account the Board of Trustees ability to make decisions and take action, as well as the relevance of external expertise to the Board of Trustees' deliberations. Even if invitees may participate in meeting discussions and have access to non-confidential board meeting materials, they do not have voting rights and do not have the right to participate in the discussion of confidential agenda items or in closed sessions of the Board of Trustees.

SECTION 5.5. Meeting by Remote Communication

The Board of Trustees may permit one or more member(s) to participate in or conduct a virtual/telephonic meeting to the extent that it is assured that all meeting participants can reasonably follow the meeting during the meeting. A Trustee who participates in a virtual/telephone meeting is considered to be present at the meeting.

SECTION 5.6. Quorum and Board Decisions

The Board of Trustees may permit any or all Trustees to participate in any meeting by, or conduct the meeting through the use of, any means of communication by which all trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is considered to be present in person at the meeting.

SECTION 5.7. Majority Vote

The vote of a majority of the Trustees present at the time of the vote, if a quorum is present at that time, shall constitute a resolution of the Board of Trustees, unless otherwise expressly provided in the memorandum of association or these bylaws.

SECTION 5.8. Notice Requirement

The meetings of the Board of Trustees shall be called by the Chair of the Board of Trustees. An ordinary meeting shall be convened in writing, stating the place, date, time, nature and purpose of the meeting and an agenda. Notice shall be given at least seven (7) days prior to the date set for the meeting by mail to the last recorded address of each board member or by electronic means. Upon request of two (2) board members, the Head of School, or the Consul General of the Federal Republic of Germany in Boston, the Chair of the Board of Trustees shall convene a meeting within seven (7) days of receipt of the request with at least four (4) days' notice.

Special Board Meetings shall be called in the same manner as regular board meetings, except that notice may be given at least three (3) business days prior to the meeting. It is not compulsory to specify the type and purpose of the meeting and an agenda.

SECTION 5.9. Duties of the Board

a) The Board of Trustees shall regulate all matters of the Corporation insofar as they are not reserved for resolution by the Membership Meeting. It executes the resolutions of the Membership Meeting.

b) In detail, the Board of Trustees shall perform the following tasks, among others:

- The selection, employment, and dismissal of the Head of School;
- The hiring and dismissal of teachers and employees of the Corporation, as well as the preliminary approval of employment contracts for teachers provided by the Federal Office for Foreign Affairs (BfAA) - Central Agency for Schools Abroad, Germany, in cooperation and consultation with the Head of School in accordance with the provisions of the Dienstvertrag;
- The objectives, purposes and structure of the Corporation in accordance with the provisions of article II of these Bylaws;
- Exercising supervision over the organizational affairs of the school in close cooperation with the Head of School as defined in the employment contract (Schulleiterdienstvertrag);

Consideration and adoption of the budget for the coming academic year, including the establishment of tuition, taking into account the conditions for receiving a grant from the Federal Republic of Germany; to consider and prepare the budget estimate for the coming academic year, taking into account all specifications necessary for receiving grants from the Federal Republic of Germany.

Provision of funds necessary for the operation of the school, including regular monitoring of the current budget. Decision on taking loans whose contribution individually or together with other loans does not exceed 1/12 of the annual budget, otherwise the loan(s) shall be submitted to the members for decision.

Representation of the Corporation in and out of court, including vis-à-vis members. Making and accepting legal declarations on behalf of the Corporation, performing legal acts of any kind

- Decision on requests for tuition reduction;

- Adoption of resolutions on the admission or exclusion of members of the Corporation;
- Setting the date of the regular Membership Meeting, to call Special Membership Meetings as deemed necessary, and to set an agenda for such meetings;

Deciding on disciplinary measures, insofar as the school regulations provide for this.

(c) Any decision affecting the extent and nature of the assistance provided by the German Government must be approved by the German Consulate General.

d) The meetings of the Board of Trustees shall be held in German or, if the Board of Trustees deems this necessary or advisable, in English and, if the Board of Trustees deems this necessary or advisable, minutes shall be taken accordingly.

SECTION 5.10. Resolution by Circulation

Resolutions which are generally made at regular board meetings may also be made by circulation, with the exception of matters concerning the Head of School, personnel matters concerning the teaching staff, or measures with significant, financial implications, with the prior consent of all Board of Trustees, in each case in written or electronic form. The approvals shall be recorded together with the resolutions so adopted and filed with the minutes of the other meetings of the Board of Trustees. Resolutions passed by circulation shall be treated as ordinary resolutions of the Board of Trustees. Consent may be given and recorded by telephone or electronically and shall be filed with the minutes of the board meeting.

The Head of School and the Consul General of the Federal Republic of Germany or their deputy shall be informed of resolutions to be passed by circulation and shall receive a copy of the recorded, electronic communication concerning these resolutions.

SECTION 5.11. Disclosure Requirement

If a Trustee or Officer of the Corporation has a financial or personal interest in the respective matter in the course of their performance of duties for the Corporation, such interests shall be disclosed to the Board of Trustees. The affected person is required to (i) fully disclose the nature of the interest and (ii) abstain from discussion, decision-making and voting on the matter. Any action or vote involving a potential conflict of interest shall be approved only if a majority of the Trustees, without having a vested interest in the matter, determine that its pursuit is in the best interests of the Corporation.

Trustees of the Corporation agree to sign and comply with the Conflict of Interest Policy and Annual Disclosure Statement.

Trustees of the Corporation undertake to be familiar with and to comply with the rules of conduct set out in the Corporation's Code of Ethics.

SECTION 5.12. Resignation of Trustees

Any Trustee may resign their office/position at any time by giving written notice to the Board of Trustees or to the President or Secretary of the Corporation. Such resignations shall become effective at the time specified therein, at the earliest upon receipt of the notice of resignation, and unless otherwise provided therein, acceptance of such notice of resignation shall not be required for its effectiveness.

SECTION 5.13. Dismissal of Trustees

Trustees or the entire Board of Trustees may be removed by vote of the members of the Corporation at the annual meeting of the members only for cause, subject only to the limitations contained in section 180 of the Massachusetts General Laws.

Unless the entire Board of Trustees is removed, a Trustee may not be removed by vote if the combined votes against removal would be sufficient to elect them to the Board.

Trustees may be removed for cause by vote of a two-thirds majority of the Board of Trustees in office, provided that a quorum of such majority of Trustees in office is present at the meeting called for that purpose.

The purposeful dismissal shall be indicated in the agenda for the annual Membership Meeting or the meeting of the Board of Trustees scheduled for this purpose. Before voting on the dismissal, the Trustee affected by the dismissal shall be given the opportunity to comment.

SECTION 5.14. Succession of Trustees

If a vacancy occurs in the Board of Trustees due to death, resignation, or otherwise, it shall be filled by the remaining Trustees by appointing a substitute member by an appropriate majority vote, even if a quorum of the Board of Trustees is no longer present. The elected substitute Trustee shall serve the remainder of the remaining term of office of the former member of the Board. This resolution shall be confirmed at the next ordinary Membership Meeting. In the absence of such confirmation, the replacement shall be made in accordance with the procedure described in the first sentence of this paragraph for the remaining term of the vacancy and shall also be confirmed in accordance with p.3 of this paragraph at an ordinary Membership Meeting.

SECTION 5.15. Designation of Committees

The Board of Trustees may, in its discretion, establish one or more committees by designating one or more incumbent Trustees. For this purpose, a majority decision of a Trustee which has quorum is required. Committee members shall perform their duties in accordance with the resolution(s) and within the authority of the Board of Trustees to the extent that such duties assigned by the Board of Trustees may be performed by committees under Massachusetts law.

In all other respects, such committees and its members shall be governed by the same rules of the State of Massachusetts and these Bylaws as apply to meetings of the Board of Trustees, adoption of resolutions by circulation, notice and cure of notice requirements for Trustees, quorum, and adoption of resolutions of the Board of Trustees. Committees make recommendations to the Board of Trustees, but these are not binding.

The appointment of a committee by the Board of Trustees and the transfer of responsibility shall not relieve the Board of Trustees or individual Trustees of the duties and responsibilities imposed upon them by law.

Advisors, experts, and other non-board members may attend committee meetings at the invitation of the Committee Chair. When selecting non-board members, special consideration shall be given to the relevance of external expertise and, in the event that candidates are not eligible for election to the Board of Trustees pursuant to paragraph 5.1 of these articles, possible conflicts of interest shall be excluded.

As Committee Members who are not members of the Board of Trustees, they have no right to participate in the adoption of resolutions but are treated in the same way as Board of Trustee members with regard to the rules of conduct and liability.

SECTION 5.16. Executive Committee of Board of Trustees

The Board of Trustees may, by resolution adopted by a majority of the entire Board of Trustees, designate from among its members an executive committee consisting of three (3) board members who shall hold the offices of Chair, Secretary, and Treasurer of the Corporation. The Executive Committee shall have the authority to carry out the decisions of the Board of Trustees in the intervals between meetings of the Board of Trustees for as long as the Board of Trustees deems necessary.

VI. ARTICLE
OFFICERS

SECTION 6.1. Choice of Officers of the Corporation

The Officers of the Corporation shall be chosen from among the Board of Trustees with a total combined limit of six years in any officer capacity.

SECTION 6.2. Election of Officers of the Corporation

The Board of Trustees shall elect a Chair of the Corporation, who shall also be its President, a Secretary, and a Treasurer of the Corporation. The position of Chair of the Board of Trustees and President of the Corporation shall be held by the same person. Two (2) or more offices may be held by the same person.

SECTION 6.3. Annual Mandate of the Officers of the Corporation

Each officer of the Corporation shall hold office until the next annual Membership Meeting and until their successor has been elected and thus qualified. Any Officer of the Corporation may be removed by the Board of Trustees with or without cause.

SECTION 6.4. President of the Corporation

The President of the Corporation shall be subject to the direction of the Board of Trustees, shall have general direction and supervision of the affairs of the Corporation, shall see that the orders and resolutions of the Board of Trustees are carried into effect, shall make such decisions as may arise in the course of day-to-day administration between meetings of the Board of Trustees, and shall perform such official acts as may be necessary for the management of the Corporation, except those acts specifically delegated to the Head of School. The President of the Corporation, when present, shall preside over all meetings.

SECTION 6.5. Vice President of the Corporation

The Vice President shall perform the duties and exercise the powers of the President in the absence or incapacity of the President; and perform such additional duties as may be assigned by the Board of Trustees or the President. The position of Vice President/President shall be held by the Secretary of the Corporation in accordance with paragraph 6.7.

SECTION 6.6. Treasurer of the Corporation

The Treasurer of the Corporation shall be subject to the direction of the Board of Trustees. They shall have general management and supervision of the accounting of the Corporation. The Treasurer of the Corporation shall, at the direction of the Board of Trustees, have charge of and be responsible for (or cause to be kept) full and accurate accounts of the general financial affairs, funds, securities and important records of the Corporation. They are responsible for the Corporation's books of accounts and accounting records, as well as for the Corporation's accounting transactions. The Treasurer shall have such other duties and powers as may be determined by the Board of Trustees or the President of the Corporation.

SECTION 6.7. Secretary of the Corporation

The Secretary of the Corporation is generally responsible for documenting the business of the Corporation. The Secretary of the Corporation shall keep and preserve records of all meetings of the Board of Trustees held or caused to be held for that purpose. These records do not need to be kept in the same location. The Secretary of the Corporation shall also keep (i) copies of the articles and memorandum of association, and (ii) the name and address of each Trustee and the declarations of conflicts of interest of Trustees (see Section 6.7). The Secretary of the Corporation shall reside in Massachusetts unless the Corporation has a duly appointed resident agent for service of process. If the Secretary of the Corporation is absent from a meeting of the Board of Trustees, a Secretary of the Corporation elected at the meeting shall temporarily perform the duties of the Corporation Secretary at the meeting.

SECTION 6.8. Disclosure Requirement

Any transaction involving a potential conflict of interest will be approved only if a majority of the Trustees without a conflict of interest determines that it is in the best interest of the Corporation as determined by the Board of Trustees Conflict of Interest Policy. Management is responsible for ensuring that the Conflict of Interest Policy and the annual Disclosure Statement are signed and adhered to by all members of the Board of Trustees, to ensure compliance with the GISB Conflict of Interest Policy.

SECTION 6.9. Duties and Authority of Officers of the Corporation

Each member of the Board of Trustees shall, subject to these Bylaws, the applicable provisions of the law and the Articles of Incorporation, and in addition to the duties and powers specifically set forth in these Bylaws (as set forth in Section 7.3), have such duties and

powers as are customarily incident to the office of such a Trustee of the Corporation and such additional duties and powers as the Board of Trustees may from time to time determine.

VII. ARTICLE
INDEMNIFICATION

SECTION 7.1. Indemnification

The Corporation shall to the full extent authorized under Chapter 180 of the Massachusetts General Law and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not adversely affected thereby, 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 of the Corporation may be entitled by contract or otherwise by law.

SECTION 7.2. Limitation of Liability

It is intended that the Trustees and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation and that all persons, Corporations or other entities extending credit to, contracting with or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Corporation. Nothing contained in these Bylaws (including without limitation the provisions of Article VII) shall amend, alter or impair any provision contained in the Articles of Organization relating to limitations of liability of Trustees or officers of the Corporation to the Corporations

SECTION 7.3. Duties of Trustees and Officers of the Corporation and Reliance Protection

A Trustee or Officers of the Corporation shall perform his duties as such, including, in the case of a Trustee, his duties as a member of a Committee of the Board of Trustees upon which he may serve, in good faith and in a manner he reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position with respect to a similar Corporation organized under this chapter would use similar circumstances. In performing his or her duties, a Trustee or Officer of the Corporation shall be entitled to rely on information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or

under the supervision of (i) one (1) or more officers or employees of the Corporation whom the Trustee or Officer of the Corporation reasonably believes to be reliable and competent in the matters presented, (ii) a counsel, a public accountant or any other person as to matters which the Trustee or Officer of the Corporation reasonably believes to be within such person's professional or expert competence, or (iii) in the case of a Trustee, a duly constituted committee of the Board of Trustees upon which he or she has not served, as to matters within its delegated authority, which Committee the Trustee reasonably believes to merit confidence, but he or she shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance to be unwarranted.

The fact that a trustee or Officer of the Corporation so performed his or her duties shall be a complete defense to any claim asserted against him or her under any provision of law or otherwise, except as expressly by statute, by reason of his or her being or having been a Trustee or Officer of the Corporation.

VIII. ARTICLE
AMENDMENTS

SECTION 8.1. Amendment of Bylaws

The Bylaws of the Corporation may be adopted, amended or repealed at any annual or special Membership Meeting called for that purpose by the affirmative vote of two-thirds of the voting members of the Corporation.

SECTION 8.2. Bylaw Changes

Amendments to the articles require the approval of the Foreign Office of the Federal Republic of Germany.

IX. ARTICLE
MISCELLANEOUS PROVISIONS

SECTION 9.1. Legal Transactions

All contracts, checks, notes or other instrument 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 Head of School

The rights and obligations of the Head of School, including his or her participation in personnel decisions of the Board Of Trustees, shall be governed by his or her employment agreement, the *Dienstordnung* (Guidelines for the Office of the Head of School), as well as by the regulations of the School and the rules of the School teachers' conference and local, State and Federal Law.

SECTION 9.3. The School Year/Fiscal Year

The school year of the Corporation, which shall also be its fiscal year, shall be the period of twelve (12) months beginning on the first (1st) day of July of each calendar year and ending on the thirtieth (30th) day of June of the following calendar year ("school year").

SECTION 9.4. Participation of Faculty, Students, and Parents

The Board of Trustees shall ensure the appropriate participation of the faculty, student body, and parents in the extracurricular life of the school in accordance with the rules applicable to the school.

SECTION 9.5. Audit

The Board of Trustees shall annually select an Auditor to audit the financial books and records of the Corporation and the balance sheet and income statement for the fiscal year. This selection is submitted to the annual Membership Meeting for ratification. The selection of an Auditor shall be for one (1) year at a time, and the same person may be re-selected for additional fiscal years.

SECTION 9.6. Dissolution of the Corporation

Upon the adoption by the Board of Trustees of a plan of dissolution and distribution of assets, the approval of such plan by the members of the Corporation shall require the affirmative vote of three-fourths of the members entitled to vote thereon.

SECTION 9.7. Dissolution Distribution

In the event of the dissolution of the Corporation, its net assets and property shall be distributed pursuant to Chapter 180 of the Massachusetts General Laws, as amended from time to time. Upon any such dissolution, the Board of Trustees shall petition the Supreme Judicial 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 to a Germany language school operating in the Commonwealth of Massachusetts or in another state or territory of the United States.

SECTION 9.8. Duties of the Corporation During Dissolution

Notwithstanding anything herein contained, the Corporation shall not engage in any act not permitted to be engaged in by a Corporation (i) exempt from U.S. federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) contributions to which are deductible under Section 172(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

SECTION 9.9 Choice of Law

These Bylaws are subject to the provisions of the statute and common law of the Commonwealth of Massachusetts, which are applicable to Corporations organized under section 180 of the General Laws of the Commonwealth of Massachusetts. References herein to statutory provisions shall be deemed to constitute references to the aforementioned statutory provisions. All references in these articles to such provisions of law shall be deemed to constitute references to these provisions as amended from time to time.

SECTION 9.10. Articles of Incorporation

These articles are subordinate to the Articles of Incorporation. All references in these Bylaws to the memorandum of association shall be deemed to be references to the memorandum of association as amended or restated from time to time.

SECTION 9.11. Recordkeeping and Trustees' Right of Inspection

The original or certified copies of the Articles of Incorporation, these Bylaws, and the records of all meetings of the Board of Trustees shall be kept in Massachusetts at the location of the Corporation Secretary or at the office of the Massachusetts resident agent of the Corporation or at the headquarters of the Corporation. These copies and records do not all have to be kept in the same office. They shall be available for inspection by any Trustee at any reasonable time for any proper purpose, but not to secure information for the purpose of selling any information contained therein or copies thereof, or to use the same for any purpose other than in the interest of the applicant as a Trustee, as may be appropriate in connection with the affairs of the Corporation.