

BYLAWS OF THE FREDERICK CLASSICAL CHARTER SCHOOL

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PART A: BYLAW PROVISIONS AMENDABLE BY MEMBERS

ARTICLE A-I. MEMBERS

Section 1. Admission to Membership. The Frederick Classical Charter School, Inc. (the “Corporation” or “FCCS”) shall have four (4) classes of members. The rights and conditions of membership for each class are set forth below. In any class, membership shall constitute an agreement on the part of the member to adhere to all bylaws, rules, and regulations of the Corporation, unless otherwise exempt by State law or collective bargaining rules.

Section 2. Parent Members. A Parent Member shall be a parent or legal guardian, as listed in the official school directory, of a child(ren) enrolled in any school operated by the Corporation. There shall be no more than two Parent Members per child. If a family has multiple students in the school, all students from the same family shall be represented by the same two parent or guardian members; however, each such Parent Member shall have only one vote despite how many students they represent.

Membership as a Parent Member begins July 1st of the upcoming school year in which the child is enrolled and will begin attending a school operated by the Corporation. Parent membership terminates upon graduation or withdrawal of all children in the family from the school(s) operated by the Corporation in which they were enrolled.

Section 3. Staff Members. A Staff Member shall be a person who is employed in any school operated by the Corporation. Membership as a Staff Member begins on the official start date of employment and entails all of the privileges of members, except that Staff Members do not have the right to serve on the board or hold office. Parents or legal guardians of a child(ren) enrolled in a school operated by the Corporation who are also employed in any school operated by the Corporation shall be regarded as Staff Members. Staff Membership terminates upon ending employment in the school(s) operated by the Corporation in which they were employed.

Section 4. Nonparent Board or Committee Members. Nonparent Board or Committee Membership shall be open to individuals who are neither parents nor guardians of current students, who are not employed by any school operated by the Corporation, and who are not Founding Members, but who are actively participating in serving any school operated by the Corporation as volunteers or on Corporation Committees or are candidates for the Corporation Board of Trustees, upon a majority vote of the membership.

ARTICLE A-II. MEETINGS IN GENERAL

Section 1. Method of Meetings. Meetings of members, of the Board of Trustees, of the Executive Committee, and of committees may be held in person, electronically, or in such a manner that those attending may participate either in person or electronically, as specified in the meeting notice by the person, group, or entity calling the meeting. An

electronic meeting must be conducted by means of a conference call, similar communications equipment, or a video teleconferencing program by means of which all persons participating in the meeting can hear each other at the same time. Participation in an electronic meeting shall constitute presence in person at such a meeting.

Section 2. Notice of Meetings.

a) Written notice of any meeting of members or of the Board of Trustees shall be given to members of the meeting body by postal or electronic mail and posted on the FCCS website at least ten (10) calendar days prior thereto.

b) Notice of a meeting must include:

i) its date and time;

ii) for an in-person meeting, its place;

iii) for an electronic meeting, an adequate description of how to participate in it; and

iv) for a special meeting, its purpose, clearly and specifically describing the subject matter of the items of business to be brought up.

c) Any notices required to be delivered pursuant to these Bylaws shall be deemed to have been received whichever comes first of the following:

(i) when actually delivered;

(ii) the same day when distributed electronically to the appropriate electronic address shown in the Corporation's records; or


(iii) except under section 1(e) of Article A-V for which actual receipt of a petition sent by postal mail is required by the deadline, three (3) business days after being deposited in the United States mail, to an address shown in the Corporation's records, first class postage prepaid.

Section 3. Electronic voting. At meetings held electronically, voting may be conducted electronically. If the Board of Trustees determines that due to conditions beyond the control of members of the voting body they are physically unable to attend an in-person meeting, the Board may authorize electronic voting by those members.

ARTICLE A-III. MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the members may be called by a majority vote of the Board of Trustees. There shall be at least one regular meeting per year. The annual meeting, at which elections are conducted, shall be held between March 1 and May 31.

Section 2. Special Meetings. Special meetings of the members may be called by the



President, by the Board of Trustees, or by 100 members. If called by 100 members, no less than ten (10) business days before the notice of the meeting would be required to be sent they must provide the Secretary in writing the information required to be included in the notice of the meeting, and the Secretary shall be responsible for sending the notice. No business may be transacted at any special meeting except that specified in the notice of the meeting.

Section 3. Quorum. A quorum for any meeting of the members shall be twenty percent (20%) of the membership, counting those present by proxy.

Section 4. Record Date. The record date for determining the members entitled to notice of and to vote at a membership meeting and for calculating the required quorum shall be fifteen (15) calendar days before the date of the meeting unless the Board of Trustees sets a different record date, which may not be more than thirty (30) calendar days nor less than ten (10) calendar days before the date of the meeting and, if the meeting is being called by 100 members, may not be earlier than the date on which they provided the Secretary the information described in Section 2 of this article.

Section 5. Voting. Each member shall have one vote on any measure as to which members have voting rights. A majority of the votes cast at a membership meeting at which a quorum is present shall be sufficient to adopt motions at the meeting except motions for which a different vote is defined by these bylaws, any applicable statutes or regulations that do not authorize the provisions of these bylaws to take precedence, the parliamentary authority, or any special rules of order that may be adopted by the members.

Section 6. Proxies. A member with voting rights may vote by proxy executed in writing by the member, provided that:

a) The proxy is to a member with voting rights who attends the meeting, and who holds no more than three proxies; and

b) The proxy is provided to the Secretary or the Secretary's designee no later than noon local time of the day preceding that noticed for the meeting.

ARTICLE A-IV. BOARD OF TRUSTEES

Section 1. General Powers. Except as otherwise specifically stated in these bylaws, the affairs of the Corporation shall be managed by its Board of Trustees who shall have full power and authority to act on behalf of the Corporation, subject to directions in resolutions adopted by meetings of the members. The following actions shall require approval by vote of the members: (1) dissolution of the Corporation; (2) proposed amendments to an existing school's charter; (3) proposed increases in overall expenditures of an existing school's budget if it results in increased indebtedness for the Corporation; and (4) securing a loan for the purchase of land or buildings for the school.

Section 2. Duties and Responsibilities. The Board of Trustees has the responsibility of ensuring that the duties specified for FCCS in the Charter between the Board of Education of Frederick County, Maryland and the Frederick Classical Charter School, Inc. are carried out.

Section 3. Composition. The Board of Trustees shall be composed of the President, Vice-President, Treasurer, Secretary, and additional Trustees.

a) The Board, by majority vote, shall have power to change the number of additional Trustees, the change to become effective upon the next election of Trustees, provided that the maximum number of members of the entire Board of Trustees, including the officers, may not exceed eleven (11). Motions to change the then-current number of non-officer Trustees may not be adopted during the period between the annual appointment of Nominating Committee members and the conclusion of the following election of Trustees.

b) So as to maintain staggered election of non-officer Trustees, when there are an even number of non-officer Trustees, half shall be elected each year, and when there are an odd number of non-officer Trustees, one more shall be elected in odd-numbered years than in even-numbered years; whenever the number of Trustees is changed, the initial term of one or more of those non-officer Trustees to be elected at the next election shall be designated by the Board of Trustees as one year and until their successors are elected and take office, rather than two years and until their successors are elected and take office, to the extent necessary to comply with the requirement for staggered elections.

Section 4. Terms and Term Limits. The terms of officers and non-officer Trustees shall begin on July 1 following the meeting of members at which they are elected, but to assist them in preparing to assume their duties they shall be entitled to individual notice of and to attend Board meetings, including closed sessions, between the date of their election and the following July 1. Officers shall serve for a term of three years and until their successors are elected and take office. Trustees shall serve for a term of two years and until their successors are elected and take office, except as provided in section 3(b) of this article. No one shall hold more than one position on the Board of Trustees at a time, and no one shall be eligible to serve three consecutive terms in the same office or three consecutive terms as a non-officer Trustee. No other eligibility requirements apply

to election to the Board of Trustees as a non-officer Trustee or for election as Secretary or Treasurer.

Section 5. Conflict of Interest. The Board shall adopt a Conflict of Interest Policy which each board member must sign upon election before taking office. A violation of the policy may be grounds for removal under section 7 of this article.

Section 6. Compensation and Expenses. Board of Trustee members may not be compensated for their service, but the Board may authorize payment for expenses incurred by members of the Board in the performance of their duties.

Section 7. Removal. Any Trustee whose actions are deemed to be inimical to the purposes of the Corporation may be removed by a two-thirds vote of the entire membership of the Board of Trustees.

Section 8. Filling Trustee Vacancies. A vacancy in the position of a non-officer Trustee may be filled for the unexpired term by the Board of Trustees. No previous notice of intent to fill a vacancy shall be required before the vacancy can be filled at a regular meeting of the Board.

Section 9. Board Meetings.

a) Meetings of the Board of Trustees may be called by the President with notice as provided in Article A-II, Section 2. All meetings of the Board shall be deemed to be regular meetings. A quorum shall be a majority of the members.

b) All meetings of the Board of Trustees shall be conducted as open sessions, with the exception of meetings or portions of meetings closed to deal with matters that a public body could consider during a closed session under Md. Code Ann., General Provisions §3-305(b) or its successor provisions, but without having to employ the procedural requirements of §3-305(d) or its successor provisions.

c) With the exception of minutes of closed sessions, minutes of meetings of the Board of Trustees must be submitted for posting on the FCCS website within seven (7) calendar days of being approved.

ARTICLE A-V. NOMINATIONS AND ELECTIONS

Section 1. Nominations.

a) The Nominating Committee shall be appointed annually by the Board of Trustees at the first board meeting held in the new fiscal year. The Nominating Committee shall consist of three (3) parent members who are not Trustees or applying to become Trustees, two (2) teachers, and a current Trustee who shall serve as Chair in a non-voting capacity. Nominating committee meetings may be called by the committee chair or any two members of the committee with five (5) business days notice. A quorum shall be a majority of the members.

b) The Nominating Committee shall recruit candidates for officers and other

Trustees, evaluate all applications submitted to the Nominating Committee for those positions, and nominate candidates for those positions.

c) The Nominating Committee shall provide a report naming its slate of candidates for the upcoming election, which may include statements describing the qualifications of those nominated subject to any limitation on their length adopted by the Board of Trustees under subsection (f) of this article, to the Secretary no later than a date determined by the BOT and the Nominating Committee upon appointment of the Nominating Committee.

d) No later than a date determined by the BOT and the Nominating Committee upon the BOT's receipt of the Nominating Committee Report, the Secretary shall send to all members by postal or electronic mail and post on the FCCS website:

(i) a copy of the Nominating Committee report;

(ii) a copy of this article;


(iii) information regarding any limitation then in effect on the length of statements describing the qualifications of candidates nominated by petition; and

(iv) the postal and email addresses to which nominations by petition may be sent to the Secretary.

e) In addition to those candidates nominated by the Nominating Committee, any petition signed by at least 50 members may nominate candidates for one or more officer and non-officer Trustee positions on the Board of Trustees if it is sent to the Secretary by electronic or postal mail and received by the Secretary by a date determined and disseminated to all members by the BOT and the Nominating Committee of the year in which the election is to be held. In addition to the names of eligible candidates so nominated, petitions may include statements describing the qualifications of those nominated subject to any limitation on their length adopted by the Board of Trustees.

f) The Board of Trustees may adopt reasonable limits on the length of statements describing the qualifications of candidates nominated by the Nominating Committee and by petition, so long as the limitation is equally applicable to the Nominating Committee report and to nominating petitions. Nothing in these bylaws may be construed as limiting the extent of information that candidates or their supporters may circulate apart from what is included in the Nominating Committee report or in a nominating petition.

g) The Secretary shall compile a document with separate sections for each Board position up for election. In the section for each position, the candidate nominated by the Nominating Committee shall be identified, followed by any statement of qualifications for that candidate included in the Nominating Committee report, and then the names of each candidate validly nominated by petition, in each case followed by any statement of qualifications for that candidate included in the nominating petition, provided that the length of any statement of qualifications does not exceed a limit



adopted by the Board of Trustees. This document must accompany the notice of the membership meeting at which the election will be held, and be contemporaneously posted on the FCCS website.

Section 2. Elections.

a) Elections of non-officer Trustees shall be held each year, staggered as provided in Article A-IV, Section 3(b). Elections of officers shall be held in the third year following the year of the previous election of officers.

b) Members may vote for candidates nominated by the Nominating Committee or by nominating petitions submitted by at least 50 members in accordance with Section 1(e) of this article, or write in candidates of their own choice, voting in person or by proxy. Nominations may not be made from the floor.

c) Election of an officer or a non-officer Trustee requires a majority of the votes cast by secret ballot. The members or the Board of Trustees may provide for balloting by preferential voting (otherwise known as ranked-choice voting).

ARTICLE A-VI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any applicable statutes and regulations that do not authorize the provisions of these bylaws to take precedence, and any special rules of order that may be adopted by the members for their meetings or by the Board of Trustees for its meetings.

PART B: BYLAW PROVISIONS AMENDABLE BY BOARD OF TRUSTEES

ARTICLE B-I. PURPOSE

The purpose of the Frederick Classical Charter School, Inc. (the “Corporation” or “FCCS”) is to operate public charter schools in Frederick County, Maryland providing research-based, college-focused, classical education that develops students’ knowledge, reason, and self-expression, pursuant to authority granted by the Board of Education of Frederick County, Maryland (“BOE”).

ARTICLE B-II. EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of the four officers of the corporation.

Section 2. Duties and Authority.

a) The Executive Committee shall act on behalf of the Board of Trustees for planning, routine decision making between Board meetings, and in urgent and crisis circumstances.

b) The Executive Committee will represent the Board at management meetings with the school administrator(s) and will interface with the Board of Education on behalf of the Board.

c) The Board may assign other duties or specific actions to the Executive Committee.

d) The President shall report all Executive Committee actions to the Board of Trustees, at least by the next scheduled meeting of the full Board, to be subject to ratification by the Board.

e) The Executive Committee may not amend bylaws, elect or remove Trustees, hire or remove staff, approve or change the budget, or make major structural decisions.

Section 3. Meetings. Executive Committee meetings will be held at least monthly, and may be called by the President with at least five (5) calendar days notice. A quorum shall be a majority of the members.

ARTICLE B-III. OFFICERS

Section 1. Officers’ Duties. The four officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by Article A-VI, and shall also perform such other duties as may be assigned from time to time by the Board of Trustees.

Section 2. President. The President, who at the time of election must either be a current member of the Board of Trustees or have previously served for at least a year on the Board, shall be the principal officer of the Corporation; shall, in general, supervise and be responsible for all of the business of the Corporation; and shall:

a) Preside at meetings of members, the Board of Trustees, and the Executive Committee.

b) Serve as an ex officio, non-voting member of all committees of the Corporation other than the Nominating Committee, including all special committees established by the Board of Trustees other than disciplinary committees.

c) See that orders and resolutions of the Board of Trustees are carried into effect.

d) Serve as the primary representative of the Corporation to the school district, the Head of School, the members, and external parties.

Section 3. Vice President. The Vice President, who at the time of election must either be a current member of the Board of Trustees or have previously served for at least a year on the Board, shall assist the President in the performance of his or her duties. In the temporary absence or inability of the President to act, the Vice President shall fulfill the duties of the President.

Section 4. Treasurer. The Treasurer, who need not be a member of the corporation, shall be the principal financial officer of the Corporation, and shall:

a) Preside over meetings in the absence of the President and Vice President.

b) Perform the duties of the Secretary in the absence or inability of the Secretary to act.

c) Be responsible for overseeing custody of corporate funds, ensuring accurate financial records are maintained and that financial policies and procedures ensure proper segregation of financial duties and handling of corporate funds.

d) Serve as the primary signer for the disbursement of funds. As primary signer, the Treasurer shall not make financial entries in the accounting system.

e) Lead the preparation of the annual budget and regularly present financial results relative to the budget to the Board of Trustees.

Section 5. Secretary. The Secretary shall be the custodian of corporate records, and shall preside over meetings in the absence of the President, Vice President, and Treasurer.

Section 6. Resignation. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 7. Filling Officer Vacancies. A vacancy in the office of President shall be filled for the unexpired term by the Vice President. A vacancy in the position of any other officer

may be filled for the unexpired term by the Board of Trustees. No previous notice of intent to fill a vacancy shall be required before the vacancy can be filled at a regular meeting of the Board.

ARTICLE B-IV. COMMITTEES

Section 1. Appointment of Committees. A committee provided for under this article may be composed of up to twelve (12) members. Except as otherwise provided for specific committees, its members shall be nominated by the President, with their appointment subject to confirmation by the Board of Trustees. Members of standing committees established under sections 2 or 3 of this article shall serve a two-year term, except as otherwise provided for specific committees. Members of special committees shall serve a term that concludes with the earliest of:

- a) the committee's final report;
- b) the committee's discharge by the Board of Trustees; or
- c) the next election of Trustees unless the special committee is appointed expressly to report at a later time.

Section 2. Standing Committees.

a) The **School Improvement Committee** shall focus on improving the school's academic program and school culture. In conjunction with the Head of School, the School Improvement Committee shall prepare and recommend the annual school improvement plan to the Board of Trustees for approval. The committee shall consist of parents nominated by the President and confirmed by the Board of Trustees and up to five staff members periodically selected by the Head of School. Additional staff and Trustees may participate in its meetings but may not vote.

b) The **Finance Committee** shall assist the Treasurer in preparing proposed budgets and undertake other financial duties that may be assigned it by the Board of Trustees.

c) The **Parent Teacher Committee** (PTC) shall coordinate miscellaneous volunteer efforts for the school including, but not limited to, classroom volunteering, social events, communications, yearbook production, library management, and field trips. It shall have power to assign volunteers without prior approval by the Board of Trustees, but shall periodically notify the Board of the assignments. The PTC shall be chaired by the Head of School or their designee, with the vice chair nominated by the President and confirmed by the Board of Trustees. The President shall nominate a committee secretary, subject to confirmation by the Board of Trustees. The committee's other members shall be composed of parents, teachers, and administrative personnel.

Section 3. Other Committees. The Corporation may have other standing or special committees as determined by the Board of Trustees. No such committee shall have or exercise any authority regarding the management of the Corporation or have or exercise any of the powers reserved by law or these Bylaws to the Board of Trustees.

Section 4. Committee Meetings. Committee meetings may be called by the committee chair or any two members of the committee with five (5) business days notice. A quorum shall be a majority of the members.

ARTICLE B-V. BOARD OF ADVISORS

The Board of Trustees may designate certain outside persons or groups of persons as advisors to the Corporation. Such persons shall serve in an honorary capacity and, except as the Board shall otherwise designate, shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of a quorum, and shall have no other rights or responsibilities.

ARTICLE B-VI. FISCAL YEAR

The fiscal year of the Corporation shall begin July 1 and end June 30 in each year unless otherwise provided by the Board of Trustees.

ARTICLE B-VII. PERSONAL LIABILITY


Section 1. Corporate Liability. The members of the Board of Trustees and the members of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with or having any claims 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, judgments or decrees, or of any money that may otherwise become due or payable to them from the Corporation.

Section 2. Indemnification. The Corporation shall hold harmless and indemnify current and former Trustees, officers and committee members, to the fullest extent allowed under the Maryland General Corporate Law, for any judgments, penalties, fines, settlements or expenses, including attorneys' fees, incurred by the Trustees, officers or committee members as a result of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, against them by reason of their service in such capacity. However, there shall be no indemnification in relation to matters as to which they shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of their own failure to act in good faith in the performance of a duty to the Corporation. The Corporation shall purchase and maintain in full effect Trustees and Officers insurance in an adequate annual amount to cover such costs. However, whether or not there is adequate insurance or any applicable insurance will not relieve the Corporation's indemnity obligation hereunder.

ARTICLE B-VIII. AMENDMENTS TO BYLAWS

Section 1. By Members. Part A of these bylaws may be amended by two thirds of the votes cast at any regular meeting of members, or at any special meeting of members called for that purpose, if at least ten days written notice is given of the intended amendment or amendments.

Section 2. By Board. Part B of these bylaws may be amended by two thirds of the votes



cast at any regular meeting of the Board of Trustees, or at any special meeting of the Board of Trustees called for that purpose, if at least ten days written notice is given of the intended amendment or amendments.

PROVISOS RELATING TO TRANSITION

1. The effective date of all articles of these bylaws shall be upon announcement of the adoption of the articles adoptable by members at the meeting of members at which they are adopted.

2. Each of the three non-officer Trustees elected at the June 2021 meeting of members for a one-year term whose term was extended for an additional year by the Board of Directors, shall, if that was confirmed by vote of the members, serve for a term until the trustees to be elected at the 2023 annual meeting of members are elected and take office or, if for any reason a successor is not then elected and takes office, until that Trustee's successor is elected and takes office. For any such Trustee who was not so confirmed, after nominations from the floor a Trustee shall be elected to serve for a term until the trustees to be elected at the 2023 annual meeting of members are elected and take office or, if for any reason a successor is not then elected and takes office, until that Trustee's successor is elected and takes office.

3. The one non-officer Trustee elected for a two-year term and the two non-officer Trustees elected for a three-year term at the June 2021 meeting of members shall serve for a term until the trustees to be elected at the 2024 annual meeting of members are elected and take office or, if for any reason a successor is not then elected, until that Trustee's successor is elected.

4. Each of the four officers elected at the June 2021 meeting of members shall serve for a term until the officers to be elected at the 2024 annual meeting of members are elected and take office or, if for any reason a successor is not then elected, until that officer's successor is elected.