

Leonardo da Vinci School PTO, Inc

FIRST AMENDMENT TO BY-LAWS

Pursuant to a majority vote of the Leonardo da Vinci School PTO, Inc. Board of Directors (the "Board"), dated April 12, 2016, the By-laws of the Corporation were amended as follows, effective as of such date:

RESOLVED, that Article III, of the Corporation's By-laws be, and hereby is, amended and stated in its entirety to read as follows:

"B. Duties. Without limiting the broader duties of the Board, specific duties of the Board include the following: ensure that the goal and objectives of the Corporation are implemented; evaluate and monitor all program; develop programs and activities that promote the purpose of the Corporation; select, supervise, evaluate and, if necessary, discharge the President; establish governance, program, personnel, financial, and development policies; approve an annual budget; monitor finances; ensure that adequate resources are available to the Corporation; authorize all legal documents; and present an annual report at the annual meeting. It is the expectation that the Directors shall attend at least 75% of all meetings including the annual meeting, unless otherwise excused.

C. Number, Election, Tenure, Qualifications. The number of Directors shall be at least five (5) but not more than seven (7) and shall include the President, Vice President, Secretary, Treasurer, and one Leonardo da Vinci Staff member. All board directors with the exception of the Leonardo Da Vinci Staff member must be parents or guardians of Leonardo da Vinci Students. The Directors shall be elected or re-elected, as the case may be, each year by the current board of directors, with input by the general population at the annual meeting or at such other meeting as shall be called for that purpose. Except as hereinafter provided, each Director shall serve a term of two (2) years following election or until the Director becomes disqualified to hold office. Each Director shall hold office for two (2) years or until such Director's death, resignation or removal.

D. Classes of Directors. The Board of Directors shall consist of three (3) classes of Directors: A, B and C. The number of directors in classes A and B shall not be less than two (2) nor more than four (4), with the intent to stagger election times to preserve continuity. The Directors in Class A are to serve through October of even numbered years; the Directors in the class B are to serve through October of odd numbered years. Thereafter classes A and B of Directors shall be elected for a two (2) year term. Class C shall consist of one (1) director and consist of the Leonardo da Vinci Staff member and shall serve a term of (1) year.

---

Director

---

Director

---

Director

---

Director

---

Director