



**Rilke Schule
German School of Arts and Sciences**

**Bylaws
1st Amendment**

**Adopted by the
Academic Policy Committee
April 11, 2008**

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ARTICLE I

Name, Purpose, Office, Statute and Code, Fiscal Year, and Governance

SECTION 1. Name.

The name of the corporation shall be *Rilke Schule—German School of Arts and Sciences* and shall hereinafter be referred to as “the school”.

SECTION 2. Purpose.

The school is a non-profit corporation organized under the laws of the State of Alaska and its purposes are exclusively educational as set forth in the Certificate of Incorporation. More specifically, the purposes for which the school is organized are determined by the Academic Policy Committee and described within these bylaws.

SECTION 3. Office.

The principal office shall be at the facility of *Rilke Schule—German School of Arts and Sciences* located within the municipality of Anchorage.

SECTION 4. Statute and Code.

The school shall operate in accordance of the laws and statutes of the State of Alaska.

SECTION 5. Fiscal Year.

The fiscal year of *Rilke Schule—German School of Arts and Sciences* shall coincide with the fiscal year of the Anchorage School District (July 1 through June 30).

SECTION 6. Governance.

The School shall be governed by the Academic Policy Committee (APC) and as a corporation shall have members.

ARTICLE II

Academic Policy Committee

SECTION 1. General Powers.

The affairs of the school shall be managed by its APC. The APC shall be a single body. In addition to governing and supervising all aspects of the school, the APC shall fulfill the duties prescribed in AS. 14.03.250 *et. seq.*, (Establishment of Charter Schools) and as set forth in these bylaws and shall perform the following functions, including, but not limited to:

- A. No member of the APC shall act on his/her own in the name of the APC unless so authorized by these bylaws or by resolution of the APC.
- B. Ensure the fulfillment of the mission of the School as stated in the *Rilke Schule—German School of Arts and Sciences* / Anchorage School District contract.

- C. APC shall uphold the mission statement as stated in the Rilke Schule-German School of Arts and Sciences/Anchorage School District charter school proposal, November 9, 2006 and approved by the State of Alaska, April 11, 2007. It shall oversee accountability in academics, legal/risk management, finances, operations/maintenance, capital budgeting issues of the School and as otherwise permitted or required by above mentioned contract or by law. The mission statement of the School is found on page 7 of the school charter and is quoted in its entirety as follows
 - Rilke Schule—German School for Arts and Sciences* is a K through 8 school that provides an outstanding education focused on high academic achievement by engaging each child through an enriched language curriculum taught primarily in German.
- D. Promote professional conduct in accordance with Anchorage School District policies or Union contract.
- E. Contract with a Type B certified administrator or as otherwise qualified.
- F. Delegate to the Principal those tasks deemed appropriate by the APC and render to the Principal opinions regarding the hiring, evaluation, German language ability, and/or termination or non-retention of teachers, staff and other personnel to the extent permitted by law.
- G. Review contracts.
- H. Review, upon request by any parent, teacher, or staff, concerns regarding requests for any purchase of materials, student-school concerns if not satisfactorily resolved first through teachers and principal.
- I. Review and rule on any other questions, issues, or policies that may arise from time to time, to the extent permitted by law.

SECTION 2. Members of the Academic Policy Committee.

The APC shall be comprised of the APC Board of Officers and APC Members. Both shall make up the Academic Policy Committee. According to AS Sec. 14.03.250 (b) the APC shall consist of parents of students attending the school, teachers, school employees, and community members.

A full board constitutes 7-10 members of whom some members are parents and community members, one certified and fulltime faculty representative each from the German and English side, and a principal (ex officio) as non-voting member.

SECTION 3. Term.

The term of all elected members of the APC shall be two (2) years, except for the first 3 years, during which some founding board members will serve 3 years to prevent total turnover of the board after the first 2 years. These terms have been defined by the board in the original charter proposal.

SECTION 4. Term Limitations.

There shall be a limitation of 4 consecutive terms that any voting member of the APC shall serve.

SECTION 5. Vacancies.

Any vacancy occurring on the APC shall be filled by a majority of the remaining members of the APC and shall be elected for the unexpired term of his or her predecessor in office. No vacancy shall continue for longer than six months or until the next annual meeting of the Membership, whichever occurs first.

SECTION 6. Compensation.

Members of the APC shall not receive salaries for their services. However, nothing in this section shall prevent any APC member from serving the school in another capacity and being compensated for that service.

SECTION 7. Resignation.

Any APC member may resign at any time by giving written notice to the Chair of the APC or Secretary. Such resignation shall take effect at the time specified therein or as otherwise negotiated by the APC and, unless otherwise stated, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 8. Removal.

APC members are expected to attend all regular APC meetings. Although absences at times cannot be avoided, the absence from a meeting has to be communicated to the APC Chair in advance. The APC may remove any APC member who has three (3) unexcused absences during his/her term. Furthermore, failure to adequately perform one's duties as required by the position, may lead to removal from the APC. Removal shall require a majority vote of the full APC.

SECTION 9. Conflict of Interest.

An APC member shall disclose all conflicts of interest and may not act in matters in which he or she has a substantial and material conflict of interest.

(a) Conflict of Interest Defined.

An APC member shall be considered to have a conflict of interest if he or she or a member of his or her immediate family:

- (i) has an economic interest in a transaction which is the subject of proposed action by the school and the economic interest is adverse, competitive, potentially adverse or potentially competitive to the interest of the school;
- (ii) is a member or holds a significant interest in another entity that is the subject of the proposed action by the school;
- (iii) is a member of the APC, or an officer or manager of another entity that is the subject of the proposed action by the school; or,

- (iv) is a party to or a potential party to threatened or pending litigation or administrative proceedings in which the position is adverse to that of the school.

However, a member does not have a Conflict of Interest where the interest of the member or his or her immediate family is no different than that of APC members of the school generally or of other members.

(b) Determination of Substantial and Material Conflict of Interest.

When an APC member has a potential Conflict of Interest, the member shall notify the APC Board of Officers before the Board considers the matter with respect to which the actual or potential conflict exists, of all material facts concerning the nature of the Conflict of Interest. The existence of a Conflict of Interest shall be recorded in the minutes of the meeting of the APC members.

The APC shall determine if a particular member has a substantial and material Conflict of Interest under this Section. The issue shall be voted on by the APC members who do not have a Conflict of Interest on the matter to be considered. The APC member with a Conflict of Interest shall not participate in the discussion of the conflict and shall abstain from voting on the issue of the conflict and shall leave the meeting while the disinterested members discuss and vote on the conflict. However, the member may be counted in determining the presence of a quorum at the meeting at which the APC considers the matter giving rise to the conflict.

The Membership may void an Action of the APC when the action included participation of a member with a Conflict of Interest, upon a showing that (i) the vote of the disinterested members present at the meeting and voting, would have been insufficient to take the challenged action without the inclusion of the vote of the member who had the Conflict, and (ii) the action taken was unfair to the school.

(c) Disqualification of APC Member.

If a majority of the voting APC members votes that a substantial and material Conflict of Interest exists, then the member shall be disqualified from discussing or voting on the matter in which he or she has a substantial and material Conflict of Interest.

ARTICLE III Officers of the Academic Policy Committee

SECTION 1. Officers.

The officers of the APC shall be Chair, Vice Chair, Secretary, and Treasurer, each of whom must be a parent or community member of the APC in good standing and must have served at a minimum of 3 months on the committee. The APC may elect or appoint such other officers, including one or more assistant secretaries, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the APC. Only parents and community members who are not in any kind of employed relationship with Rilke Schule may be elected to an officer position.

SECTION 2. Election and Term of Office.

The term of all officers of the APC shall be one (1) year. The officers of the APC shall be elected yearly by a majority of a quorum of the APC at the third regular meeting following the annual meeting of the APC. If the election of officers shall not be held at such meeting, elections shall be held as soon thereafter as possible.

SECTION 3. Removal.

Any officer elected or appointed by the APC may be removed from office (but not from the APC) by a simple majority vote of the full APC whenever in its judgment the best interests of the School would be served thereby.

SECTION 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by a simple majority vote of the full APC for the unexpired portion of the term.

SECTION 5. Chair.

The Chair shall be a parent or community member of the APC, and shall not be in any regular employment relationship with the school. The chair shall be the presiding officer at all meetings of the APC. The Chair shall have such authority and perform such duties as shall be directed by the APC from time to time.

SECTION 6. Vice Chair.

The Vice Chair shall be a parent or community member of the APC, and shall not be in any regular employment relationship with the school. In the absence of the Chair, or in the event of his/her death, inability or refusal to act, the Vice Chair or other APC member designated by the Chair shall perform the duties of Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such duties as shall be directed by the APC from time to time.

SECTION 7. Secretary.

The Secretary shall be a parent or community member of the APC, and shall not be in any regular employment relationship with the school. The secretary shall keep the minutes of the meetings of the APC in computer files, see that all notices and agendas are duly given and posted in accordance with the provisions of these Bylaws or as required by law, keep an updated list of the mailing address, e-mail address, and telephone numbers of each member of the APC, and in general perform such other duties as from time to time may be assigned to him/her by the APC.

SECTION 8. Treasurer.

The Treasurer shall be a parent or community member of the APC, and shall not be in any regular employment relationship with the school. The treasurer shall present to the APC the annual budget for the forthcoming year which has been prepared by the School, and shall ensure that it justly supports the mission and goals of the School. The Treasurer will present an update on the budget at each APC meeting, and in all ways shall

be accountable to the APC and the School Board. The Treasurer shall cause to be completed the audits specified in ARTICLE VIII, SECTION 3 of these Bylaws. The Treasurer will serve as the financial liaison for all fund raising entities and will serve as the coordinator of all School funds.

ARTICLE IV

Election of Members of the Academic Policy Committee

SECTION 1. Elections Committee.

In January of each year, the Chair of the APC shall appoint an Elections Committee of three (3) persons. Two persons not running for re-election shall be members of the APC, and one person shall be a parent of a student enrolled in the School but who is not a member of the APC. The Elections Committee shall oversee the election process for positions on the APC. The Elections Committee shall do the following:

- A. Solicit, review, and accept applications from candidates for membership to the APC.
- B. In its discretion, nominate individuals who have not submitted an application as candidates for positions on the APC.
- C. Make available within the School office copies of any statements any candidate chooses to submit to the nominating committee or to the parents, students or personnel.
- D. Establish a forum for public introduction of each candidate.
- E. Prepare a secret ballot listing the candidates.
- F. Distribute and collect the secret ballots and otherwise oversee the election so that it is conducted in a fair manner.
- G. Advise the candidates and the APC of the election results.
- H. Prepare a report stating the results of the election, which report shall be kept at the principal office of the School and be made available for review by interested parents, teachers or staff members of the School.
- I. Teachers vote by secret ballot.

SECTION 2. Eligibility to Vote.

Only parents or legal guardians of students currently enrolled in the School on the day of the election, and sitting APC members are eligible to vote in elections. Only fulltime, part-time teachers, and classified employees with Rilke Schule are eligible to vote. The Elections Committee shall be responsible for monitoring voter eligibility and resolving any disputes involving the casting of ballots.

SECTION 3. Casting of Votes.

Voting may occur in three ways: (1) at any time during the date of the annual meeting up until the time of the annual meeting, by obtaining from and submitting to the School office the secret ballot prepared by the Elections Committee, (2) by completing the secret ballot in person at the annual meeting, or (3) by absentee ballot completed according with procedures established by the Elections Committee.

- A. Proxy, facsimile, e-mail, or other method of voting not expressly authorized above is not permitted or valid.
- B. Eligible parents choose the parent member from the parent community
- C. Teachers, staff, and classified employees choose the teacher member
- D. All eligible voters, as defined in ARTICLE IV, SECTION 2 above, who are both current teachers at Rilke Schule and parents may vote for both parent and teacher positions on the APC.

ARTICLE V

Meetings of the Academic Policy Committee

SECTION 1. Annual and Regular Meetings.

The APC hereby formally adopts the Open Meetings Act, A.S. 44.62.310 et seq. (“the Act”). All meetings shall be conducted and all notices and agendas posted in accordance with the Act. If any portion of these Bylaws is more specific than the Act, then that portion of these Bylaws shall control over the Act, unless prohibited by law.

The annual meeting of the APC shall be held on the second Friday of February of each year, beginning at the hour of 6:30 p.m., for the purpose of electing members of the APC and for the transaction of such other business as may come before the meeting. If the annual meeting or election of membership to the APC shall not be held on the day designated herein for any annual meeting and election, the APC shall cause the annual meeting and election to be held at a special meeting as soon thereafter as conveniently may be held. The APC shall also hold regular meetings typically monthly but at least four (4) times a year. Annual and regular meeting can coincide.

SECTION 2. Special Meetings.

Special meetings of the APC may be called by the Chair, Principal, or any three members of the APC.

SECTION 3. Place of Meetings.

The APC may designate any place within the City of Anchorage as the place of meeting for any annual meeting, regular meeting, or special meeting. If no designation is made, the place of meeting shall be at the school.

SECTION 4. Notice of Meetings.

Notice of annual, regular, or special meetings stating the place, day and hour of any meeting shall be delivered, either personally, by mail, by facsimile, or by e-mail to each member of the APC not less than one (1) day before the date set for such meeting. In addition, at least twenty-four (24) hours prior to each meeting, notice of and the agenda for each meeting shall be posted at the School. New issues not posted on the agenda may nonetheless be raised, discussed and voted upon at any meeting.

SECTION 5. Informal Action by Members.

Any action that otherwise may be taken at any meeting of the APC may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed and

unanimously agreed upon in writing or email by 100% of the members of the APC entitled to vote with respect to the subject matter thereof.

SECTION 6. Quorum.

Fifty percent (50%) or more of the voting members of the APC constitutes a quorum. Telephone participation is permitted.

SECTION 7. Manner of Acting.

The act of a majority of the members of the APC at a meeting at which a quorum is present either in person or by telephone shall be the act of the APC, unless the act of a greater number is required by law or by these Bylaws.

SECTION 8. Standards of Conduct for APC members.

(a) A member shall perform his or her duties, including the duties as a member of a committee: (1) in good faith; (2) with the care of an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) in a manner the member reasonably believes to be in the best interests of the school.

(b) In performing his or her duties, a member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (i) one or more members or employees of the school whom the officer reasonably believes to be reliable and competent in the matters presented;
- (ii) legal counsel, public accountants or other persons as to matters the member reasonably believes are within the person's professional or expert competence; or
- (iii) a committee of the Board of which the member is not a member, as to matters within its purview, if the member reasonably believes the committee merits confidence.

(c) A member is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.

SECTION 9. Executive Sessions.

All regular and special meetings of the APC shall be open to the public, except that, upon a vote of a majority of the members present, an executive session may be held to discuss matters including but not limited to:

1. Attorney-client matters;
2. Contract proposals or negotiations;
3. Sensitive personnel matters;
4. Student discipline matters.

The motion requesting the executive session shall state the nature of the matter to be discussed. Only those persons invited by the APC or permitted by law may be present during the executive session. Unless invited or permitted by law, no teacher/teacher's aide APC member shall be entitled to attend any executive session in which personnel issues specific to a particular employee are discussed, and no teacher/teacher's aide APC member shall be entitled to vote on any such issue in public session. The APC shall not make final policy decisions, nor shall any resolution, rule, regulation, or formal action or any action approving a contract or any other final action, be approved at any session which is closed to the general public. Matters discussed during the executive sessions shall remain confidential among those attending. The Secretary of the APC shall maintain topical minutes of all executive sessions.

SECTION 10. Proxies. Members of the APC may not vote by proxy.

ARTICLE VI

Principal

SECTION 1. Selection/Removal.

The Principal shall be selected by the *Rilke Schule—German School of Arts and Sciences* Academic Policy Committee. Removal of the Principal will require a majority vote of the full APC when in its judgment the best interests of the School would be served thereby and should follow the terms described in the principal's contract.

SECTION 2. Duties and Responsibilities.

The Principal shall have those day-to-day management and other duties as assigned and delegated by the APC, or as required by law. With the advice of the APC, the Principal shall select, appoint, or otherwise supervise employees of the School. The Principal shall see that all policies, orders, and resolutions of the APC are carried into effect. Upon delegation by the APC, the Principal shall:

1. Maintain financial records of the School;
2. Manage the day-to-day operation of the School to ensure that the terms of the contract are met;
3. Meet regularly with parents and with teachers of the School to review, evaluate, and improve operations of the School;
4. Submit appropriate information as required by the School District, Department of Education or Federal and State Agencies; and
5. Submit for approval or disapproval to the APC all significant policy and financial decisions that may have a substantial impact upon the school.
6. Perform other duties as assigned by the APC or outlined in the job description.

ARTICLE VII Committees

SECTION 1. Membership of Committees.

The APC by resolution adopted by a majority of a quorum of the APC, may designate and appoint one or more committees to perform specific tasks assigned by the APC. Members will be selected by the APC from a list of volunteers who are parents of children attending the School, community members at large, the Principal, teachers, or teachers' aides.

SECTION 2. Instruction and Responsibility.

Each committee shall be clearly instructed as to the length of time each member is being asked to serve, the service the APC wishes each committee to render, the extent and limitations of responsibility, the resources the APC will provide, and the approximate dates on which the APC wishes to receive reports. Recommendations of special advisory committees shall be based on research and fact and shall be advisory to the APC.

SECTION 3. APC Powers and Prerogatives.

All recommendations of a committee must be submitted to the APC for official action. The APC shall have the power to dissolve any committee and shall reserve the right to exercise this power at any time during the life of any committee.

SECTION 4. Meetings.

Special committees to the APC shall comply with the requirements concerning public meetings that are specific in ARTICLE V, SECTIONS 1-10.

ARTICLE VIII Contracts, Bank Accounts, Checks, Withdrawals, and Accounting

SECTION 1. Contracts. The APC has the authority to enter into contracts, execute and deliver instruments, and otherwise legally bind the School. The APC may delegate this authority, either in specific instances or in general, to the Principal or his/her designee, or to any officer of the APC.

SECTION 2. Bank Accounts, Checks, Withdrawals, etc.

All monies not held by the District shall be deposited in a bank account(s) in the name of the Parent Organization (Elternverein) of the school. Signatories on any such accounts shall be a designated member of the Parent Organization. Withdrawals or transfers from any and all District-monitored school funds, bank accounts, budget transfers, and any expenditures over five hundred dollars (\$500) shall be approved by both the APC Treasurer and the Principal, with APC approval obtained for expenses and budget changes over \$2,000. Any expenditures or changes in the budget less than five hundred dollars require only the approval of the Principal.

SECTION 3. Accounting.

The Principal or his/her designee shall present to the APC at each regular monthly APC meeting a ledger itemizing all income, expenses and budget transfers since the prior APC regular monthly meeting, and copies of all accompanying bank account statements. The APC may at any time cause a full or partial independent audit of School monies to occur.

ARTICLE IX
Indemnification

Section 1. Duty to Indemnify.

Subject to the sections below, the school shall defend, indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the school) by reason of or arising from the fact that the person is or was an APC member of the school against costs and expenses (including attorney's fees) of the suit, action or proceeding, judgments, fines, and settlements actually and reasonably incurred in connection with the action, suit or proceeding if:

(i) the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the school and, with respect to a criminal action or proceeding, did not know and had no reasonable cause to believe the conduct was unlawful, or

The termination of any action, suit or proceeding shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the school and, with respect to a criminal action or proceeding, a presumption that the person did not know and had no reasonable cause to believe that the conduct was unlawful.

Section 2. Denial of Right to Indemnification.

Subject to the provisions of Sections 5 and 6 below, or unless otherwise ordered by a court, indemnification and defense under section 1 of this article may only be made by the corporation upon a determination by the board that defense and indemnification of the APC member, is proper under the circumstances because the person has met the standard of conduct set forth in Section 1 of this Article, provided however, no person may receive defense or indemnification in those matters in which that person was adjudged to be liable for negligence or misconduct in the performance of corporate duties. In the case of any challenge to the propriety thereof, the person shall be afforded a fair opportunity to be heard as to that determination. Defense and indemnification payment may be made, subject to repayment upon ultimate determination that defense and indemnification is not proper.

Section 3. Determination.

The determination described in Section 2 shall be made:

- (i) by the APC by a majority vote, or
- (ii) by independent legal counsel, if directed by the APC by a majority vote of disinterested members or in the absence of a quorum.

Section 4. Successful Defense.

Notwithstanding any other provisions of Sections 1, 2 or 3 of this Article, but subject to the provisions of Section 5 below, if a person is successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 of this Article, or in defense of any claim, issue or matter therein, the person shall be indemnified against costs and expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Section 5. Condition Precedent to Indemnification.

Any person who desires to receive defense and indemnification under this Article shall notify the school reasonably promptly that the person has been named a defendant to an action, suit or proceeding of a type referred to in Section 1 and that the person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the APC President of the school at the principle office of the school or, in the event the notice is from the President, to the APC Secretary of the school. Notice need not be given when the Corporation is notified by being named a party to the action.

Section 6. Insurance.

The APC members, at their discretion, may purchase insurance coverages for the risks described in this Article. To the extent that such an insurance policy (or policies) provides coverage where this Article does not, a director seeking indemnity shall have the benefit of that coverage, and the rules set out in this Article shall apply to any deductible or co-insurance requirement, or to any claims in excess of policy limits.

Section 7. Former APC Membes, Etc.

The indemnification provisions of this Article shall be extended to a person who has ceased to be an APC member as described above and shall inure to the benefit of the heirs, personal representatives, executors and administrators of such person.

Section 8. Purpose and Exclusivity.

The defense and indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those defended and indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the APC members, or otherwise. The purpose of this Article is to augment, pursuant to AS 10.06.490(f), the provisions of AS 10.20.011(14), and the other provisions of AS 10.06.490.

Section 9. Limitation of Liability.

If set forth in the Articles of Incorporation, no APC member of this corporation shall have any personal liability to the school for monetary damages for the breach of fiduciary duty as a director/Director except as provided in AS 10.20.151(d) and (e).

ARTICLE X
Amendments to Bylaws

SECTION 1. Amendments.

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the full APC who are present at any regular meeting or any special meeting, provided that the proposed change in the Bylaws has been submitted in writing to all of the members of the APC and posted publicly in the School's office at least two (2) days prior to the meeting at which the proposed change will come up for a vote. Proposed changes to the Bylaws may be submitted by any member of the APC, by parents with students currently enrolled in the School, or by the Principal or teachers, each then under contract with the School, for consideration by the APC.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned Secretary of Rilke Schule German School of Arts and Sciences does hereby certify that the above and foregoing Bylaws were duly adopted [amended] by the Rilke Schule APC on the eleventh day of April, 2008.

A. Carlson

Antje Carlson, Ph.D., Secretary