

**AMENDED AND RESTATED BYLAWS OF
THOMAS JEFFERSON HIGH SCHOOL FOR SCIENCE AND TECHNOLOGY
PARTNERSHIP FUND, INC.**

ARTICLE I. PURPOSES

Thomas Jefferson High School for Science and Technology Partnership Fund, Inc. (herein “Partnership Fund”) is formed to establish and maintain a fund to support the unique learning opportunities, specialized curriculum and innovative research experiences available to students at Thomas Jefferson High School for Science and Technology (“TJHSST”). The Partnership Fund will have three areas of focus: maintenance of the academic excellence of TJHSST, promotion of STEM education and outreach across TJHSST communities, and expansion of TJHSST alumni engagement.

The Partnership Fund may engage in any lawful act or activity to benefit the foregoing purpose which non-stock corporations are permitted to do under the laws of the Commonwealth of Virginia and Section 501(c)(3) of the United States Internal Revenue Code.

ARTICLE II. DIRECTORS

Section 2.01. Power of Board of Directors. All governance powers of the Partnership Fund shall be exercised by, or under the authority of, the Board of Directors. The business of the Partnership Fund shall be managed under the direction of the Board of Directors.

Section 2.02. Number of Directors. (a) The number of directors constituting the entire Board of Directors, including ex officio directors, shall be a minimum of fourteen and a maximum of twenty-one. The number of directors within that range will be fixed, from time to time, by resolution adopted by a majority vote of the voting directors.

(b) The directors shall consist of the following members: (1) Chair of the Board, (2) Vice-Chair of the Board, (3) Treasurer, (4) Secretary, (5) at least four, and up to twelve at-large board members, and (6) the five ex officio directors as set forth in these Bylaws.

No individual may simultaneously hold more than one position. One or more co-chairs for any position may be elected by the Board, and all may serve on the Board if the Board so determines. A minimum of three of the eleven at-large board members must be an alumnus/alumna of TJHSST.

Section 2.03. Ex Officio Directors. Five persons shall serve as ex officio directors while holding the following positions:(1) the Principal of TJHSST, (2) the President of the Parent-Teacher-Student Association (herein “PTSA”) of TJHSST, (3) the Assistant Principal appointed by the TJHSST Principal to serve as Liaison to the Board, (4) a TJHSST Faculty Representative, and (5) the Immediate Past Chair of the Board..

Section 2.04. Voting and Nonvoting Directors. The Principal of TJHSST, the Assistant Principal Liaison, and the TJHSST Faculty Representative all shall serve as nonvoting directors. All other directors, including the PTSA President and the Immediate Past Chair of the Board serving ex officio, shall be voting directors.

Section 2.05. Election and Term of Directors. At each annual meeting of the Board of Directors, the voting directors then in office shall elect directors. Each director so elected shall hold office for

a term of one year, until the next annual meeting of the Board following expiration of that term and until his/her successor has been elected. Directors may be elected to serve for more than one term.

Section 2.06. Newly-created Directorships and Vacancies. Newly-created directorships resulting from an increase in the number of directors, or vacancies occurring in the Board for any reason, may be filled by vote of the voting directors at any meeting. If the directors remaining in office constitute less than a quorum of the Board, the vacancy may be filled by the vote of a majority of directors remaining in office.

Section 2.07. Removal of Directors. Any one or more of the directors may be removed with or without cause at any time by action of the Board. A director may be removed only at a meeting called for that purpose, and the meeting notice must state that a purpose of the meeting is the removal of the director. Directors serving ex officio may not be removed.

Section 2.08. Resignation. Any director may resign at any time by delivering written notice to the Board of Directors, its Chair (if any), or the Secretary. Such resignation shall take effect when such notice is delivered unless the notice specifies a later effective date.

Section 2.09. Quorum of Directors and Voting. One-half of the voting directors shall constitute a quorum for the transaction of business, and the vote of a majority of the voting directors present at the meeting at the time of such vote, if a quorum is then present, shall be the act of the Board, unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors.

Section 2.10. Meetings of the Board. An annual meeting of the Board of Directors shall be held each year, at such time and place as shall be fixed by the Board, for election of officers and directors to fill vacant seats, the election of a Chair of the Board, and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board shall be held at any time whenever called by the Chair of the Board, if any, the Vice-Chair, if any, or any two directors.

Section 2.11. Notice of meeting. Before the beginning of each school year, the Chair of the Board shall provide the Board a schedule of regular meetings; this schedule shall serve as notice of those meetings. Notice of any special meeting of the Board shall be given to each director as is prescribed by resolution of the Board. Notice of a meeting of the Board need not be given to any director entitled to such notice who submits a signed, written waiver of notice whether before or after the date and time stated in such notice.

A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless at the beginning of such meeting, or promptly upon his arrival, such director objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for an assent to action taken at the meeting.

Section 2.12. Informal Action by Directors; Meetings by Conference Telephone. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if two-thirds of all voting members of the Board consent in writing to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken. Such written consents shall be included in the minutes or filed with the corporate records reflecting the action taken.

Any one or more members of the Board of Directors may participate in a regular or special meeting of the Board by any means of communication by which all persons participating in the meeting may simultaneously hear each other during the meeting. A director participating in the meeting by such means is deemed to be present in person at the meeting.

Section 2.13. Compensation. The Partnership Fund shall not pay any compensation to directors for their services as such, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Partnership Fund, in reasonable amounts as approved by the Board.

ARTICLE III. ADVISORY BOARDS AND COMMITTEES

Section 3.01. Appointment and Powers. The Board of Directors may create one or more advisory boards and committees and appoint members of the Board or other individuals to serve on them. Each advisory board and committee may have two or more members who serve at the pleasure of the Board. To the extent specified by the Board, only the Executive Committee may exercise the authority of the Board, except that it may not fill vacancies on the board, remove directors or officers from office, amend articles of incorporation or adopt, amend, or repeal Bylaws.

Section 3.02. Rules. The rules set forth in sections 2.09 through 2.13 hereof shall apply to committees and their members, except that the quorum of the Executive Committee shall be four members.

Section 3.03. Service of Advisory Boards and Committees. Each advisory board and committee of the Board shall serve at the pleasure of the Board.

Section 3.04. Executive Committee. Except as otherwise required by law or these Bylaws, and subject to Section 3.01 and any restrictions set by the Board of Directors, the Executive Committee acts on behalf of the Board to conduct the normal business of the Partnership Fund. Members of this committee shall be all the officers of the Partnership Fund, and up to four at-large directors as appointed by the Chair of the Board.

Section 3.05 Audit Committee. The annual audit of the Partnership Fund's operations shall be overseen by an Audit Committee composed of at least three Directors appointed within the first month of the fiscal year by the Chair of the Board, not to include the Chair of the Board, the Treasurer, or any Director with check-signing or other payment authority on behalf of the Partnership Fund. The Audit Committee will also be in charge of review of grant processes and questions regarding Partnership Fund financial transactions, should questions arise. The Audit Committee shall determine its schedule for meetings as needed.

ARTICLE IV. OFFICERS, AGENTS AND EMPLOYEES

Section 4.01. Officers. The Board of Directors shall appoint a Chair, Vice Chair, Secretary, Treasurer, and such other officers as they determine. The same individual may not simultaneously hold more than one office.

Section 4.02. Term of Office and Removal. Each officer shall hold office for the term for which he or she is appointed and until his successor has been appointed. All officers shall be appointed at the annual meeting of the Board. Any officer may be removed by the Board of Directors at any time with or without cause. Election or appointment of an officer shall not of itself create any

contract rights in the officer or Partnership Fund.

Section 4.03. Resignation. Any officer may resign at any time by delivering written notice to Partnership Fund. Unless the written notice specifies a later effective date, the resignation shall be effective when the notice is delivered to Partnership Fund.

Section 4.04. Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and Partnership Fund shall have such authority and perform such duties as may be provided by the Board and, to the extent not so provided, as generally pertain to their respective offices.

The officers are the leaders of the Partnership Fund, and as leaders make decisions relative to the Partnership Fund's operations activities on a day-to-day basis, in keeping with the responsibilities and obligations of their respective offices, and in keeping within the limits of their authority as set forth elsewhere in these Bylaws.

Section 4.05. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. The appointment of such person shall not itself create contract rights.

Section 4.06. Compensation of Agents and Employees. Partnership Fund may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board. The Board may require agents or employees to give security for the faithful performance of their duties.

ARTICLE V

Section 5.01. Fiscal Year. The fiscal year of the Partnership Fund shall be the year ending June 30 or such other period as may be fixed by the Board of Directors.

Section 5.02. Books and Records. Partnership Fund shall keep at its office correct and complete books and records of account, of its activities and transactions, of the minutes of the proceedings of the Board of Directors and any advisory board and committee, and of the names of directors and officers and their residence addresses.

Section 5.03. Ratification and Amendment of Bylaws, Articles of Incorporation. These Bylaws shall be effective upon ratification by Partnership Fund's initial directors. Partnership Fund's Articles of Incorporation may be amended or repealed in whole or in part by two-thirds vote of the voting Directors. These Bylaws may be amended or repealed in whole or in part by a majority vote of the voting Directors.

Section 5.04. Severability. If any part of these Bylaws shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 5.05. Indemnification and Insurance. Partnership Fund may indemnify any director or former director and may, by resolution of the Board of Directors, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which he or she

may be or is made a party by reason of being or having been such director, officer, employee or agent; subject to the limitation that shall be no indemnification hereunder unless such person (1) conducted himself in good faith, (2) believed in the case of conduct in his official capacity with Partnership Fund that his conduct was in the best interests of Partnership Fund, and (3) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of Partnership Fund in which the director, officer, employee or agent is judged liable to Partnership Fund, or (2) in which improper personal benefit is charged.

Partnership Fund shall indemnify a director who entirely prevails in the defense of any proceeding to which he or she is a party because he or she is or was a Director for reasonable expenses incurred by him in connection with the proceeding.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, costs and disbursements, judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, employee or agent.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute bylaw, agreement, vote of the Board of Directors or otherwise and shall not restrict the power of Partnership Fund to make any indemnification permitted by law.

The Board of Directors shall authorize the purchase of and maintain insurance on behalf of any director, officer, employee or agent of Partnership Fund, against any liability asserted against or incurred by him which arises out of his status as such, or out of acts taken in such capacity, whether or not Partnership Fund would have the power to indemnify the person against the liability under law.

In no case shall Partnership Fund indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code. If at any time Partnership Fund is deemed to be a private foundation within the meaning of I.R.C. sec. 509, then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in I.R.C. secs. 4941 (d) or 4945 (d).

ARTICLE VI. DISSOLUTION

A vote of two-thirds of all voting Directors may authorize the dissolution of Partnership Fund. In the event of dissolution, the Board shall undertake to liquidate all of Partnership Fund's liabilities. Subject to a two-thirds' vote of the voting Directors, any assets in excess of the amount so needed shall be distributed so as to further public education in science and technology in Northern Virginia.

Bylaws adopted on November 16, 1999, as amended by Action by Unanimous Consent, on February 23, 2001 and by votes of Board of Directors on May 20, 2002, June 21, 2004 and November 24, 2008. Bylaws amended and restated by the Board, by vote on April 20, 2009, and effective June 15, 2009. Amended and Restated Bylaws amended on June 20, 2011, July 9, 2012, and on January 10, 2014, by Action by Unanimous Consent in Lieu of a Meeting, and on June 26, 2017, by vote of the Board of Directors.

Effective June 26, 2017