

The Chicago High School for the Arts
Board of Directors Meeting
Conducted Electronically March 25, 2014 through April 2, 2014

Memorandum of Action: Pursuant to The Illinois Not for Profit Corporation Act, Charles Slamar sent notice to each member of the Board of Directors by electronic mail on March 25, 2014 requesting their vote on (1) a proposed change in the By-Laws and (2) the election of new Board members.

Members Responding: Duffie Adelson, James Alexander, Sarah Bader, Joo Boe, Marge Collens, Elissa Efrogmson, Sondra Berman Epstein, Ron Grais, Sandra Guthman, Mirja Haffner, Francina Harrington, John H. Hart, Betsy Holden, Julie Hurvis, James Mabie, Kay Mabie, Terry Mazany, Zarin Mehta, Sylvia Neil, Ralph W. Rydholm, Charles Slamar, Pam Strobel, Steve Solomon, and Neal Zucker.

Members Not Responding: Jay Franke, Ramsey Lewis, and Susan McKeever.

Quorum Responding: Yes

RESOLUTION #1: AMENDMENT OF BY-LAWS

Current: 4.3. **Number, Tenure, and Qualifications:** The number of directors shall be not less than twenty-five (25) nor more than thirty (30), as may be determined from time to time by the Board of Directors, excluding directors serving ex officio. In addition to the foregoing directors, there shall be four ex officio directors, as set forth in Section 4.3.5, below. The Board of Directors in accordance with these By-Laws may change the foregoing range, provided, however, that the minimum number of directors in no event shall be less than three (3).

Proposed: 4.3. **Number, Tenure, and Qualifications:** The number of directors shall be not less than *twenty-eight (28) nor more than thirty-three (33)*, as may be determined from time to time by the Board of Directors, excluding directors serving ex officio. In addition to the foregoing directors, there shall be four ex officio directors, as set forth in Section 4.3.5, below. The Board of Directors in accordance with these By-Laws may change the foregoing range, provided, however, that the minimum number of directors in no event shall be less than three (3).

Those responding voted unanimously to approve.

RESOLUTION #2: ELECTION OF DIRECTORS

The following were nominated for election to the Board: Warren Chapman; Al Jagiello; and Shruti Jayaraman.

Those responding voted unanimously to elect each to the Board.

No other matters were considered.

Respectfully Submitted,

Charles Slamar
Secretary