



AMERICAN ACADEMY
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Board of Directors Succession Plan

This Succession Plan was adopted, as modified, by the Board of Directors on December 17, 2009.

Purpose:

The purpose of this document is to communicate the plan of the American Academy Board of Directors (the "Board") with respect to the orderly succession of Members of the Board. This Plan is subject to the Bylaws of American Academy (the "School"), and the provisions of the Bylaws govern any conflict between this Plan and the Bylaws.

Organization of Directors

Beginning with the 2010 Fiscal Year, the Board shall comprise seven (7) Members, each of which shall serve for a three (3) year term of office, subject to the provisions herein and unless earlier removed in accordance with the Bylaws. Each Member shall be designated by a letter from A-G, indicating the end of that Member's term of office. As specified by the Bylaws, at any given time, three Members shall be subject to election by the membership of the School, while the remaining Members shall be subject to appointment, determined by majority vote of the Board. Candidates shall be eligible for either election or appointment in accordance with the requirements of the Bylaws.

Fiscal Year 2009

During the 2009 Fiscal Year, the Board shall comprise five (5) members. The Members shall be designated as follows:

Jackie Santos (or her replacement) – Member A
Chad King (or his replacement) – Member B
David Romero (or his replacement) – Member C
Adil Khan (or his replacement) – Member D
Denese Gardner (or her replacement) – Member E

Fiscal Year 2010

Prior to the end of the 2009 Fiscal Year, the Board shall appoint, in accordance with the Bylaws, a sixth Member who shall be designated Member F and shall serve a term of office commencing at the beginning of the 2010 Fiscal Year, or sooner, as designated by the Board. In addition, prior to the end of the 2009 Fiscal Year, the School shall hold an election of the Membership, in accordance with the Bylaws, to elect a seventh Member who shall be designated Member G and shall serve a term of office commencing at the beginning of the 2010 Fiscal Year, or sooner, as designated by the Board.

Fiscal Year 2011

At the end of the 2010 Fiscal Year, the terms of office of Member B and Member D shall terminate. The office of Member B shall be filled by election, from the membership of the school, to a term of office commencing at the beginning of the 2011 Fiscal Year. The office of Member D shall be filled, by appointment by a vote of the majority of the remaining Board, to a term of office commencing at the beginning of the 2011 Fiscal Year.

Fiscal Year 2012

At the end of the 2011 Fiscal Year, the terms of office of Member C and Member E shall terminate. The office of Member C shall be filled by election, from the membership of the school, to a term of office commencing at the beginning of the

2012 Fiscal Year. The office of Member E shall be filled, by appointment by a vote of the majority of the remaining Board, to a term of office commencing at the beginning of the 2012 Fiscal Year.

Thereafter

At the end of each fiscal year, beginning with fiscal year ending June 30, 2012, the terms of office of two or three Members shall terminate, on an eighteen-year repeating cycle, as indicated below. The office of one Member shall be filled by election, from the membership of the school, to a term of office commencing at the beginning of the successive fiscal year. The office of one (or two) Member(s) shall be filled, by appointment by a vote of the majority of the remaining Board, to a term of office commencing at the beginning of the successive fiscal year.

- Year 1 – Member A (appointment by Board), Member F (election), Member G (appointment by Board)
- Year 2 – Member B (appointment by Board), Member D (election)
- Year 3 – Member C (appointment by Board), Member E (election)
- Year 4 – Member A (appointment by Board), Member F (appointment by Board), Member G (election)
- Year 5 – Member B (election), Member D (appointment by Board)
- Year 6 – Member C (election), Member E (appointment by Board)
- Year 7 – Member A (election), Member F (appointment by Board), Member G (appointment by Board)
- Year 8 – Member B (appointment by Board), Member D (election)
- Year 9 – Member C (appointment by Board), Member E (election)
- Year 10 – Member A (appointment by Board), Member F (election), Member G (Appointment by Board)
- Year 11 – Member B (election), Member D (appointment by Board)
- Year 12 – Member C (election), Member E (appointment by Board)
- Year 13 – Member A (appointment by Board), Member F (appointment by Board), Member G (election)
- Year 14 – Member B (appointment by Board), Member D (election)
- Year 15 – Member C (appointment by Board), Member E (election)
- Year 16 – Member A (election), Member F (appointment by Board), Member G (appointment by Board)
- Year 17 – Member B (election), Member D (appointment by Board)
- Year 18 – Member C (election), Member E (appointment by Board)

PLAN HISTORY

Original: approved by the BOD on November 19, 2009
Revision 1: approved by the BOD on December 17, 2009

SUMMARY OF REVISION 1

Modified repeating cycle to repeat every eighteen years, for consistency.
Clarified starting date for Members F & G in section "Fiscal Year 2010".