

WVMS Bylaws

Philosophical Source Sheet

Free the child's potential, and you will transform him into the world

- Maria Montessori

The premises of a Montessori approach to teaching and learning include the following:

- Children are capable of self-directed learning;
- It is critically important for teachers to be "observers" of the children instead of a lecturers;
- Children can learn skills and knowledge effortlessly and joyfully;
- Children have "absorbent minds" from birth to around age 6, possessing limitless motivation to achieve competence within their environment and to perfect skills and understandings;
- Children are masters of their school room environment, which has been specifically prepared for them to be academic, comfortable, and to encourage independence by giving them the tools and responsibility to manage its upkeep;
- Children learn through discovery;
- A child's hand is intimately connected to the developing brain. Children must actually touch the shapes, letters, temperatures, etc. they are learning about.

BY-LAWS OF THE WYOMING VALLEY MONTESSORI ASSOCIATION

ADOPTED: September 10, 1987

REVISED: September, 1993, November, 1993

ARTICLE I

NAME

The name of this corporation shall be The Wyoming Valley Montessori Association, Inc.

ARTICLE II

FORM OF ORGANIZATION

The corporation shall be organized as a Pennsylvania tax-exempt non-profit corporate body, organized exclusively for charitable purposes under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1988, or any corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

PURPOSE, POWERS & MISSION

The purpose of the corporation shall be to operate an independent, nonprofit, nonsectarian school embodying and exemplifying the Montessori teaching method.

The school's mission is to provide a respectful Montessori environment that supports children's natural desire to learn, guiding them to fulfill their potential for intellectual, social, and ethical development. The school, together with families, builds the foundation for a lifetime of learning.

ARTICLE IV

DEFINITIONS

The terms set forth herein are defined as indicated for the purposes of this document unless otherwise required by the context in which they are used:

- A. Board means the Board of Trustees of the School.
- B. Full Board means all Trustees currently serving (not just those in attendance).
- C. Board Year is defined as the time period from one annual meeting to the next annual meeting.
- D. Notice means a written, hard copy document.
- E. Head of School means the School's Chief Executive Officer and the Board's only employee, with all other employees being hired by the Head or his designee.
- F. Majority means in excess of 50% of the applicable total number.
- G. School means the Wyoming Valley Montessori School.
- H. Trustee means an individual who is a member of the Board as described herein.

ARTICLE V

MEMBERSHIP

All custodial parents and legal guardians of children currently enrolled in the school are members of the corporation. Each member is entitled to one vote.

ARTICLE VI

MEETINGS OF THE MEMBERSHIP

Section 1. Bi-Annual Meetings: The Corporation's bi-annual meetings shall be held during the months of September and May and take place at the school. The President of the Board, or his or her designee, must give at least ten (10) days notice stating the date, time and place of the meeting to all members. The purpose of the bi-annual meetings is to:

- (a) present a report by the President of the Board on the school's activities, both for the prior and upcoming years, as well as the school's financial condition;
- (b) conduct any other business that the Board deems necessary for the operation of the school.

Trustees will be elected at the May meeting, with the election conducted as set forth herein.

Section 2. Quorum: A quorum for all membership meetings shall be ten (10%) percent of the total membership present in person. A simple majority vote of the members present will suffice to transact all business. Proxy votes are not permitted.

Section 3. Special Meetings: Special membership meetings shall be held on call of the President of the Board, on call of any seven (7) members of the Board, or upon petition signed by twenty-five (25%) percent of the members. Notice of a special meeting of the membership shall be sent to all members at least seven (7) days in advance of the date of the meeting stating the time, date and place thereof, and the purpose therefore.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Authority: The Board is vested with the strategic, long-term protection and strengthening of the financial, physical, and programmatic assets of the School. All of the affairs and business of the School will be managed by the Board in a manner consistent with these bylaws and other applicable state and local regulations.

The Board shall establish policy for the operation of the school, adopt an annual budget, approve expenditures, tuition and fees, employ the Head of School, and provide an environment for a Montessori education. The Board may exercise all such other powers and do all such lawful acts and things that are not prohibited by statute, the corporation's articles of incorporation or by these by-laws.

The Board will focus on: (i) planning and the annual agendas derived from the resulting planning document(s); (ii) setting and implementing policy consistent with and pursuant to the planning document(s); (iii) employing and evaluating of the Head of School, who will function, on the Board's behalf, as the Chief Executive Officer, of the operations-level implementation of the planning document's component parts, and (iv) review the mission every four years.

Section 2. Complement: The Board shall consist of not less than seven (7) or more than nineteen (19) members of the corporation.

Section 3: Eligibility:

(a) A majority of the Board must be corporation members. Subject to the foregoing limitation, individuals who are not members of the corporation may be nominated by the Committee on Trustees (in the same manner as a corporation member) and elected by the membership at the annual meeting to serve on the Board. A non-member so elected shall have and exercise all the rights, privileges, powers, and immunities of members thereof.

(b) No person shall be eligible who is employed by the School or has a member of his immediate family employed by the School. A Trustee will immediately resign his or her position on the Board should he or she becomes ineligible as a result of the School hiring that person or his or her family member.

(c) Persons under age 21 are not eligible for membership on the Board of Trustees.

Section 3. Nomination; Election of Trustees: Nomination for members of the Board shall be made by the Committee on Trustees. The guiding principle for such recommendations, and for the Board's subsequent approval, will be each (potential) new Trustee's willingness and capacity to further both the School's mission and its currently approved planning document(s). The Board will approve such nominations and, at least ten (10) days prior to the annual meeting, present the nominees' names and a description of their qualifications to the corporation's membership. Each Trustee will be voted on individually. Secret ballots are not permitted.

Section 4. Term and Term Limits: A Trustee's term shall be for two (2) years. A Trustee may be elected to the Board of Directors for three (3) consecutive terms, after which a period of one (1) year must elapse before a member is eligible for re-election to the Board of Directors. For the purpose of this Article, the completion of an un-expired term of one (1) year or less shall not be considered in computing the three (3) consecutive terms.

Section 5. Vacancies: The Board may fill any vacancies occurring between annual meetings by an election held by the Trustees. The election may be held at any meeting of the Board. Any person so elected will take office immediately. Subject to the limitation in Section 2 regarding eligibility and the requirements regarding the nomination process, a vacancy may be filled by an individual who is not a member of the corporation. A person elected to fill a vacancy will only fulfill the unexpired term made available by the vacancy, but may be reelected to the Board for additional terms as set forth in these bylaws.

Section 6. Meetings:

(a) Regular Meetings: The Board shall meet at least six (6) times a year at such time, date and place as the Board may, from time to time, determine.

(b) Special Meetings: The Board President may call a special meeting of the Board for any purpose. A special meeting shall also be called on the written request of seven (7) Trustees. Such request must be made to the President of the Board and the President shall issue notice of the special meeting, setting forth the time, date, place and purpose of the special meeting, within one business day of receipt of the request.

(c) Notice and Waiver: Seven (7) days notice of all meetings of the Board shall be given. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice of such Trustee. All such waivers, consents, and approvals shall be in writing and made a part of the minutes of the meeting.

(d) Participation: Members of the Board shall be counted as present and may participate in a meeting through the use of conference telephone or video conferencing, so long as all members listed as present

participate in the entire discussion preceding a given vote. The meeting minutes shall specify whether a Trustee has participated in person or by other means.

(e) Action Without Meeting: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the Board or such committee.

(f) Proxy Votes: Members may not vote by proxy.

Section 8. Compensation: Trustees shall serve without compensation. A Trustee may be reimbursed by the School for his travel, out-of-pocket, and other expenses incurred serving as a Trustee.

Section 9. Resignation: A Trustee may resign at any time by written notice to the President of the Board.

Section 10. Removal: Any Trustee who is absent from two (2) consecutive regular meetings of the Board or fails to attend one-half (1/2) of the total regular meetings of the Board in any given Board year without an excuse deemed satisfactory to the Board, at the discretion of the Board President, may be considered to have resigned from the Board and shall be duly notified. A Trustee may also be removed by an affirmative vote of two-thirds (2/3) of the full Board.

Section 11. Liability: No Trustee shall be liable for the debts, liabilities, or obligations of the School.

Section 12. Trustees Emeriti: A Trustee who has served with eminent distinction, whose continued assistance and expertise is sought by the Board, and who is anxious to remain involved with the School may be elected by a majority of the full Board as a Trustee Emeritus. Trustees Emeriti shall be elected for a one-year term and may be re-elected without limit. They are entitled to receive minutes of all Board meetings and may attend any regular or special meeting of the Board. However, a Trustee Emeritus shall not be considered a member of the Board and serves without vote. The number of Trustees Emeriti shall not exceed 25% of the number of regularly authorized Board members.

ARTICLE VIII

OFFICERS

Section 1. General: The officers of the corporation shall be a President, Vice President, Secretary and Treasurer.

Section 2. Election: Officers of the corporation shall be elected by the Board from among the Board members present at the first meeting of the Board following the annual meeting in May. Trustees may self-nominate for any office during this meeting or may be nominated by other Trustees.

Section 3. Term and Term Limits: The officers of the corporation shall hold their office for the term of one (1) year and shall serve until the next annual meeting in May. Except as provided for herein, no officer shall serve for more than two (2) consecutive terms in the same office or more than four (4) consecutive terms in any offices. An officer may serve for additional consecutive terms only if his or her nomination for the consecutive term is not opposed by another Trustee who has been nominated for the office in question.

Section 4. Authority: Board officers shall have such authority and shall perform such duties as are provided by these bylaws and as shall from time to time be prescribed and determined by the Board.

Section 5. Resignation: An officer may resign at any time by giving written notice to the Board President, except that the Board President must give written notice of resignation to the Vice President. Such written notice of resignation must be provided to the full Board within two (2) business days. An officer may resign without automatically vacating his or her position as a member of the Board.

Section 6. Removal: An officer may be removed by a majority vote of the Board whenever, in their judgment, the best interests of the corporation will be served thereby. The board's decision shall be conveyed to the officer in question within five (5) working days of said decision.

Section 7. President: The President shall preside at all Board meetings and shall oversee that committees are functioning properly. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time, including, but not limited to:

- (a) ensuring that Board officers are in place;
- (b) ensuring that established committees are fully formed and staffed;
- (c) presenting at the corporation's bi-annual meetings regarding the state of the school;
- (d) interacting regularly with the Head of School to ensure that strategic and operational goals are being met.

Section 8. Vice President: In the absence, disability, or death of the President, the Vice President shall perform all the duties of the President. The Vice President will also serve as parliamentarian to ensure that these bylaws are enforced and proper meeting protocol is followed.

Section 9. President Pro Tem: In the absence of the President and Vice president, the Board may appoint a President Pro Tem.

Section 10. Treasurer: The Treasurer, or his or her designee, shall be the custodian of all funds and securities of the School. Funds of the School shall be disbursed only on checks or other withdrawal orders of the School signed by such officers or other persons as may be specifically authorized by the Board. The Treasurer shall generally supervise the accounting and bookkeeping of the School and shall regularly report to the Board of Trustees as to the financial condition and results of the operation of the School. With the approval of the Board and the Head, the Treasurer may delegate to an administrative, salaried employee of the School such of the foregoing duties, including the signing of checks or other orders of payment for money. All such delegations shall be recorded in the minutes. The Treasurer shall function as the Chair of the Finance Committee.

Section 11. Secretary: The Secretary shall keep or cause to be kept a record of the proceedings of the Board and shall ensure delivery of all notices as may be necessary and proper. The recording, transcription, and distribution of Board meeting minutes may be delegated to a qualified clerical person hired to perform these duties with great discretion. Board minutes must be prepared and provided to the full Board within ten (10) days after any Board meeting is held.

ARTICLE IX

COMMITTEES

Section 1. Creation and Staffing: Except as provided for herein, the Board President shall designate a chairperson for each committee from the membership of the Board and the designated chair shall select committee members. All committees shall meet on the call of their respective chair or the Board President and shall carry out the responsibilities designated for such committee and such other duties as may be assigned by the Board.

The committee chairperson shall keep or cause to be kept a record of the proceedings of his or her committee. Committee meeting minutes must be prepared and provided to the full Board within ten (10) days after any committee meeting.

The committee chairperson shall report recommendations of the committee to the Board for Board approval.

ARTICLE X

STANDING COMMITTEES

Section 1. Committee on Trustees: The Committee on Trustees shall consist of at least four members selected by an affirmative vote of a majority of the Board. The Head shall be a member, with vote. The Committee on Trustees may recommend to the Board successors for members rotating off the committee.

The Committee on Trustees will periodically review the planning documents to determine the Board's personnel needs and then profile the Board, listing the ideal characteristics needed for the fulfillment of the planning document's goals. The committee will then identify individuals whose characteristics and backgrounds (cumulatively) fulfill the profile. The committee will formulate and oversee a cultivation plan to bring those individuals to eventual Board membership. At the appropriate time, the committee will nominate cultivated individuals for Board and/or committee membership.

The Committee on Trustees shall direct training for the Board, with special orientation for all newly elected members.

The Committee on Trustees, in conjunction with the Head, shall conduct an annual evaluation of the Board based on the level of excellence with which the Board has fulfilled its annual agenda. The evaluation will focus upon the Board's overall activity – individual Board members, all committees, and the President – as needed and appropriate. The objective of the evaluation will be the ongoing strengthening of the Board.

Section 2. Head Support and Evaluation Committee: The Head Support Evaluation Committee shall be appointed by the President and consist of not more than five members, a minority of whom may be determined by the Head. A minority of the members may be non-Board members. All members should qualify as having been involved with the Head on multiple occasions and projects throughout the year.

The Head Support and Evaluation Committee shall conduct an annual evaluation of the performance of the Head of School and shall present such evaluation with appropriate recommendations for action to the Board. In so doing, the Head Support and Evaluation Committee shall solicit observations from other members of the Board and then work in concert with the Head to delineate several annual major objectives, each of which clearly advances the planning documents and/or corrects perceived operation-level weaknesses or problems.

The committee will also make recommendations to the Board concerning policies with respect to the conditions of faculty employment, fringe benefits for employees, and other matters affecting employee school relations.

The committee is also charged with resolving any employee filed grievances concerning the conduct of the Head of School as outlined in the School's Staff Handbook.

Section 3. Finance Committee: The Finance Committee shall be composed of not less than three or more than five members, all of whom must be Board members. It shall develop the details of a strategic financial plan; review the annual operation and capital budgets drafted by the Head to assure that they conform to, and efficiently advance, the planning documents and their financial components; and make recommendations with respect thereto to the Board. It shall review major financial or property transactions not provided for in the budget and submit proposed variances, with recommendations, to the Board.

The Finance Committee shall have charge of the investment of all funds of the School, including the power to affect purchases, sales, and exchanges of securities and other investment assets of the school, except real property. The committee may employ investment counsel and may delegate authority to purchase and sell securities for the account of the School to such investment counsel or any officer of the School, subject to such financial and other limitations as the committee may impose. The committee shall report changes in the investments to the Board in a timely manner. The Head shall be an ex-officio member of the committee, without vote.

The majority of the members of the committee shall constitute a quorum, but an affirmative vote of a majority of the whole committee shall be necessary in every case.

Section 4. Development Committee: The Development Committee shall consist of four to nine members, a minority of whom may be non-Board members. The committee shall review, recommend, and supervise (1) the scheduling of all fund-raising programs, (2) gift acceptance policies, (3) capital campaigns, and (4) endowment and planned giving programs. The committee may create a major gifts subcommittee with a specific focus on identifying, cultivating, and soliciting special, major donations. (The amount of a major gift will be recommended by the Development Committee to the Board.) If the school employs a Director of Development, he or she shall be an ex-officio member of the committee, without vote.

Section 5. Buildings and Grounds Committee: The Buildings and Grounds Committee shall consist of three to five members. The committee shall review and analyze maintenance and operations policy, recommend improvements, review and recommend approval of plans and cost estimates for new facilities, review the annual operating budget's capital expenditures applicable to the School's physical plant, and recommend approval of such budgets to the Finance Committee. The Buildings and Grounds Committee shall tour the School plant and facilities at least four times each year to assess the need for and schedule implementation of improvements. If the School employs a Facilities Manager, he or she shall be an ex-officio member of the committee, without vote.

Section 6. Curriculum Committee: The Curriculum Committee shall be composed of three to five people, a minority of whom may be non-Board members. The committee shall remain abreast of the character and quality of the academic program to assure that it fulfills the School's mission. If the School employs a Curriculum Coordinator, he or she will serve as an ex-officio member, without vote. If no such coordinator is employed, the Head will serve in his or her stead.

ARTICLE XI

SPECIAL COMMITTEES AND TASKFORCES

Section 1. Creation and Staffing: The Board, from time to time, may create and staff other special committees and/or taskforces which shall have such duties and responsibilities and shall function in such fashion as the Board may deem appropriate and consistent with the purposes of the corporation. Special committees and/or taskforces shall serve until the project for which it was created has been completed. The special committee and/or taskforce shall create and submit a final report to the full Board regarding the assigned task.

ARTICLE XII

DUTIES AND PERFORMANCE OF THE HEAD

Section 1. Executive Functions: The Head shall be the Chief Executive Officer and official advisor and executive agent of the Board. At all times, the Head will perform his or her responsibilities consistent with the principles of the American Montessori Society. The Head shall exercise general superintendence over all the affairs of the School and bring such matters to the attention of the Board to keep the Board fully informed to meet its responsibilities. The Head shall have the power, on behalf of the Board, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved budget, or in any capital budget or emergency expenditure authorized and approved by the Board. The Head shall be an ex-officio member of the Board, without vote.

Section 2. Appointment and Contract: In the event of a permanent vacancy in the office of the Head, the Board shall elect a replacement from among candidates submitted for consideration by a special Search Committee appointed by the Board. An affirmative vote of at least two-thirds of the full Board is required for appointment. The Head's contract shall not contain any provision that is inconsistent with these bylaws.

Section 3. Administrative Responsibilities: Within the policy and strategy guidelines established by the Board, the Head shall develop the instructional program, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, participate in the drafting of the annual budget for Board approval, and be responsible for the day-to-day operation of the school.

Section 4. Assistance to the Board: The Head shall work in close conjunction with the Board President and the Board, support the work of all Board committees, guide the Board President in the preparation of agendas for meetings, and assist in developing and fulfilling the School's planning documents.

Section 5. Annual Review of Performance and Compensation: The Head shall, in May of each year, submit to the full Board a written self-assessment of his performance with respect to the achievement of goals mutually agreed upon by the Head and the Head Support and Evaluation Committee the previous July. Following a satisfactory final annual report of the Head by the Head Support and Evaluation Committee ("Head Performance Report") and endorsement of the President, the Board shall vote to renew the Head's contract and, if approved by such vote, set annual compensation. If the Head

Performance Report is not satisfactory or the President of the Board does not endorse the Head, a meeting pursuant to Section Six below will be called by the Board President.

Section 6. Dismissal of the Head: A decision not to renew the Head's contract or to terminate the services of the Head can only be undertaken at a special meeting called for that purpose. An affirmative vote of a majority of the full Board is required for either non-renewal or termination.

ARTICLE XIII

PARENTS ASSOCIATION

Section 1. Membership: All members of the corporation shall be members of the Wyoming Valley Montessori Parents Association.

Section 2. Purpose: The purpose of the Parents Association is to support the school in achieving its mission and vision.

Section 3. Bylaws: The Parents Association shall elect officers and conduct meetings according to its bylaws. The Parents Association bylaws and any amendments thereto shall be ratified by the Board before they shall become effective and binding upon the activities of the Parents Association.

ARTICLE XIV

MISCELLANEOUS

Section 1. Rules of Order: Roberts Rules of Order shall be applied for all matters of procedure not covered by these By-Laws.

Section 2. Borrowing: No trustee, agent or employee of the corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except upon majority vote of the Board. Upon approval of the Board, the President and Secretary or Treasurer may execute all documents necessary to complete the borrowing.

Section 3. Fiscal Year: The fiscal year of the School shall commence on the first day of July in each year.

Section 4. Indemnification: Each Trustee and officer of the Board shall be indemnified against all expenses actually and necessarily incurred by such Trustee or officer in connection with the defense of any action, suit, or proceedings to which he has been made party by reason of his being or having been

such Trustee or officer, except when the Trustee or officer is judged liable for gross negligence or willful misconduct in the performance of duty.

Section 5. Execution of Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and behalf of this School, and such authority may be general or confined to specific instances.

Section 6. Conflict of Interest: A Trustee shall be considered to have a conflict of interest if the Trustee

(a) has existing or potential financial interests which impair or might reasonably appear to impair such member's independent unbiased judgment in the discharge of his responsibilities to the School;

(b) is aware that a member of his family (which, for the purposes of these bylaws, shall be parent, sibling, spouse, or child) has such existing or potential financial interests;

(c) is aware that any organization in which such Trustee (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial interests.

All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. No Trustee shall vote on any matter, under consideration of the Board or a committee, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee who is uncertain whether he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by a majority vote.

Section 7. Bias: A Trustee is expected to declare his bias if he feels that his support or opposition to a matter before the Board or a committee would unduly affect the outcome to the benefit or detriment of his child(ren). The member is responsible for disclosing such bias at the earliest possible time. The minutes shall reflect such disclosure. The member who has disclosed a bias may abstain from voting. The minutes shall reflect if and when the member abstained. If the member is unsure about the effect of his bias, he may ask the Board to make the decision about the appearance of bias and whether the member must abstain. The minutes shall reflect any Board decision in regard to bias and abstention.

Section 8. Bonds of Officers and Employees: The Board shall obtain at its cost a bond in such sum and with such assurity as shall be satisfactory to the Board covering persons who are empowered to sign checks or other orders for the payment of money.

ARTICLE XV

AMENDMENTS

These By-Laws may be amended at a bi-annual meeting, or at any special meeting of the membership of the corporation, at which a quorum is present by an affirmative vote of a majority of the members present, provided that written notice of the meeting is given to each member at least ten (10) days prior to such meeting, specifying the proposed amendment or amendments, together with the text of the existing provision or provisions to be amended.

ARTICLE XVI

DISSOLUTION

Upon the dissolution of the corporation, the Board, after paying or making prevision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes and shall at the time, qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes or similar purposes.