

BYLAWS OF  
THE MONTESSORI SCHOOL OF PULLMAN, WASHINGTON, Inc.

**PREAMBLE**

The Montessori School of Pullman, Washington, Inc, is a non-profit corporation, incorporated under the Laws of the State of Washington on August 20, 1968, and currently in good standing as a corporation in the State of Washington.

These bylaws are approved and enacted to be effective as of September 8, 2011 by the Board of Trustees (hereinafter "Board of Directors" or "Board").

These bylaws supersede and replace any and all earlier bylaws of this corporation.

**Article I: Membership**

**Section 1:** The policy making body of the Montessori School of Pullman, Washington, Inc. ("School"), shall be the Board of Directors ("Board") (formerly known as "Board of Trustees"). The supervision and governance for the School shall be vested in such Board.

**Section 2:** Classes of Membership.

(a) The Board shall consist of the President, Vice-President, Treasurer, Secretary and at least one but no more than two Member Representatives (collectively termed "Officers"). Each of these persons must be a parent or guardian of at least one child currently enrolled in the School or who was enrolled during all or part of the preceding school year.

(b) The Board shall further consist of a Pullman, Washington-area community member, who is not an employee and not a parent or guardian affiliated with the School. This community member shall be appointed by the Board and shall serve a two year term, renewable up to a total of six years. After six years, the community member must step down from Board membership for a period of at least two years.

(c) The Board shall further consist of the School Administrator, who shall be an ex officio member of the Board, with voting privileges. The School Administrator shall continue as an ex officio member of the Board so long as s/he is the School Administrator.

(d) A Staff Advisory Team, consisting of up to, but not exceeding, two Lead Teachers, shall regularly report to the Board. These persons are not voting members of the Board. If the number of Lead Teachers at the School exceeds two, then the employees of the School shall vote to choose two representatives to serve as the Staff Advisory Team. This team shall have a membership term equal to the School's regular academic year.

(e) Board members shall maintain membership from the date of their election or appointment until they resign, are removed from office, a replacement is elected, or they no longer meet the eligibility requirements set forth in Article I, Section 2, whichever occurs first.

**Section 3: Meetings.** The President of the Board shall assume responsibility for calling and conducting meetings of the Board from time to time as s/he deems necessary, or at the written request of four (4) or more members of the Board. Board members shall be notified of meetings not less than one week prior to the actual meeting. In any event, at least one meeting of the Board per academic semester shall be held.

An emergency meeting of the Board may be called by the Board President or by the School Administrator, upon notice of the meeting place, date and time given to all board members. A majority of members must ratify the meeting, waiving the one-week advance notification requirement, as the first order of business.

**Section 4:** At any official meeting of the board, a 50% majority of members shall constitute a quorum. Each member present in person shall be entitled to one vote regarding any matter brought before the Board. Proxy voting shall not be permitted. Remote voting may occur in limited circumstances, based on procedures set forth by the President of the Board related to the remote voting. In the event that over 50% of the members of the Board object to remote voting, voting shall occur by those present in person only.

**Section 5:** Members of the Board, except those serving as ex officio members [see Article I, Section 2(c)], may be removed by a two-thirds (2/3) majority vote (excluding the vote of the Board member considered for removal) of all Board members, said vote occurring at any meeting of the Board. Notice of such proposed removal must be given to the member sought to be removed not less than one (1) week prior to the meeting at which the question is to be voted upon. Said notice must state the reason for the proposed removal.

**Section 6:** Except as otherwise specified in these By-Laws, decisions of the Board shall be made by a simple majority vote.

**Section 7:** Regular Board meetings are open to the public. Persons wishing to bring items to the attention of the Board should contact the Board President, a Member Representative of the Board or the School Administrator at least one week prior to the board meeting.

**Section 8:**

(a) The Board may hold meetings, or portions thereof, as “Executive Sessions” not open to non-Board members, when the Board determines that it is in the best interests of the School to do so.

- (b) The members of the Board while in Executive Session may further vote, by majority, to exclude the School Administrator from some or all of an Executive Session.
- (c) When the Board meets in Executive Session, minutes of these meetings shall be maintained in a confidential location, separate from the general meeting minutes, and shall be maintained for a period of at least seven years, or as provided for in Washington State Law. Minutes of meetings pursuant to this section shall be published or promulgated to the public only upon specific Board approval for publication or promulgation.

## **Article II: Organization of the Board**

**Section 1:** The affairs of the School shall be directed by the Board of Directors. The Board is responsible for policy, fiscal, and legal oversight of the School.

**Section 2:** Elections. The Vice President and Secretary shall be elected by written ballot sometime between the beginning of the School's academic year and the end of October ("fall election"), and each shall serve in office until the fall election in the succeeding academic year. The Vice President-elect and Secretary-elect shall take office at the conclusion of the first meeting of the Board following their election.

The President, Treasurer and Membership Representatives shall be elected by written ballot within two months of the first day of classes in January ("spring election"), and shall take office at the conclusion of the first meeting of the Board following their election.

Each officer shall serve in his or her respective office until the officers-elect take office.

A slate of candidates shall be distributed in writing to all parents and guardians of children enrolled in the School not less than one (1) week prior to the dates ballots are due. Each parent or guardian shall have one (1) vote, and election of the officers shall be by simple majority of votes cast.

**Section 3:** Any vacancy occurring within the Board by reason of death, disability, resignation, or removal of an Officer, or by any other reason, may be filled by appointment at the discretion of the remaining members of the Board, by a majority vote of said members. Such appointee shall serve during the unexpired term of the officer whose position has become vacant.

## **Article III: Duties of Board Members**

**Section 1:** President: The President shall supervise all activities of the corporation, execute all instruments on its behalf (except that the President may authorize in writing the School Administrator to execute instruments), call any meetings of the Board as shall be deemed necessary, preside at the meetings of the Board and perform such other duties usually inherent in such office.

**Section 2:** Vice President: The Vice President shall act for the President in his/her absence and shall perform other duties as the President shall direct.

**Section 3:** Secretary: The Secretary shall provide permanent written records of all minutes of the meetings of the Board to the Administrator for filing and maintenance in accordance with Washington State Law and/or for a period of seven years. He/She shall periodically, as directed by the President, make such records available to the board. He/She shall perform other duties as the President may direct.

**Section 4:** Treasurer: The Treasurer shall be responsible for overseeing all financial matters of the School, including but not limited to: reviewing financial statements and presenting same to the Board; maintaining general knowledge of bank accounts, certificates of deposit, and other financial instruments which the School may hold; overseeing the financial work performed by the Administrator and/or any other staff retained by the School; working with the Administrator and/or other financial staff to generate a draft annual budget for review by the Board; make decisions regarding scholarship applications in collaboration with the School Administrator.

**Section 5:** Membership Representatives: The Membership Representative(s) shall perform such duties as directed by the President. Membership Representatives shall be responsible for ensuring volunteer participation in school activities and shall engage in liaison and outreach activities to school parents.

**Section 6:** Community Member Representative: The Community Member Representative shall engage in liaison and outreach activities to the greater Pullman community, with specific focus on enhancing capacity, broadening perspectives and providing historical continuity between the school and the greater Pullman community.

**Section 7:** School Administrator: The School Administrator shall be responsible for daily operations and related decision making. The School Administrator shall make recommendations to the Board relating to the structure, program, policies and activities of the School. S/he shall be responsible for executing plans and policies officially adopted by the School and for coordinating the various interests of the School. S/he shall attend all regular meetings of the Board in a voting ex officio capacity. S/he shall be the chief liaison between staff and the Board of Directors. Within the limitations established by the budget adopted by the Board and following current hiring policy of the school, s/he shall coordinate the hiring and supervision of all paid staff. S/he shall be responsible for coordinating, directing and supervising the activities of the staff and all volunteers.

**Section 8:** The Board may delegate certain of the duties of Board Members specified above to the School Administrator or such other employee(s) as the Board may designate from time to time.

#### **Article IV: Committees**

Section 1: All committees are creatures of the Board of Directors and have no independent authority to act. All committees report and advise to the Board, and take only such action as is delegated by the Board.

Section 2: The Administrator is an ex officio member of all committees.

Section 3: The following standing committees of the Board are hereby perpetuated: Finance; Hiring & Personnel; Fundraising and Volunteerism; and Administrative Advisory.

Section 4: The Board may from time to time create and give direction to ad hoc committees, which shall then be charged with fulfilling the duties assigned by the Board.

Section 5: The Finance Committee shall consist of the President, Treasurer and Administrator and shall be responsible for assisting the Treasurer in overseeing all financial matters of the School.

Section 6: The Hiring & Personnel Committee shall consist of the Vice President and at least two other Board members. The Hiring & Personnel Committee is responsible for managing hiring processes for new staff and overseeing and assisting in the development of personnel policies and personnel management practices.

Section 7: The Fundraising and Volunteerism Committee shall consist of one or more Board members, including at least one of the Member Representatives, and others as may be appointed by the President and shall be responsible for overseeing and assisting in the development of policies and practices in fundraising and volunteer activities.

Section 8: The Administrative Advisory Committee shall consist of one or more Board members and others appointed by the President and shall provide advice and counsel to the Administrator on issues related to the daily operation of the School.

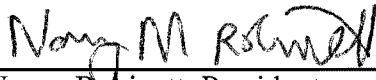
Section 9: All committees may include non-Board members. Committee membership and rules of procedure and operation shall be established by the Board members sitting on such committees.

#### **Article V: Amendments.**

These By Laws may be amended by a two-thirds (2/3) majority vote of Board members at any meeting of the Board of Directors provided that proposed amendments have been distributed in writing to Board members not less than seven (7) calendar days prior to the meeting at which action is to be taken.

The board shall review these By Laws when determined appropriate by the board and, if necessary or desirable, propose revisions or amendments for the consideration of the Board.

I Nancy Robinett, President of the above entitled corporation, do hereby certify that the foregoing Bylaws were distributed in writing on September 1, 2011 to all members of the Board of Trustees and that the foregoing Bylaws were then duly adopted by the members of the corporation at the meeting called for the revision of said By Laws on September 8, 2011.

 9-8-2011  
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Nancy Robinett, President September 8, 2011  
Montessori School of Pullman, Washington, Inc.