

**BYLAWS OF
THE MONTESSORI SCHOOL OF PULLMAN, WASHINGTON**

PREAMBLE

The Montessori School of Pullman, Washington, 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 December 12, 2022 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, ("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 three but no more than four Parent Representatives (collectively termed "Officers"). A minimum of 3 persons filling the aforementioned board positions 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. Effort should be made to ensure representation from the various classes.

(b) The Board may further consist of a Pullman, Washington-area community member (termed "Community Representative"), 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 have voting privileges.

(c) The Board shall further consist of the Head of School. The Head of School shall be an ex officio member of the Board, with voting privileges.

(d) The Board shall further consist of a Staff Liaison who shall regularly report to the Board. The Staff Liaison is not a voting member of the Board. The Staff Liaison position will be filled by a Lead Teacher or Assistant Teacher. This seat will rotate on a monthly basis between teaching staff members to ensure all teaching staff have filled the Staff Liaison role at least once within a single school 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.

(f) All board members shall serve in office for a term of 2 years following election. All Board members shall be able to apply for up to 3 re-elections into the same office. No board member shall be allowed to hold membership on the Board for a period longer than 10 consecutive years. After ten consecutive years in office, a Board member must step down from Board membership for a period of at least two years.

Section 3: Meetings. The President of the Board shall assume responsibility for calling and conducting meetings of the Board from time to time as they deem necessary, or at the written request of three (3) 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 Head of School, 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. If there are an odd number of board members the number required to constitute a quorum should be rounded up. 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 Head of School, 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. See Article II Section 2 for how members of the Board are voted into positions.

Section 6: Except as otherwise specified in these Bylaws, decisions of the Board shall be made by a simple majority vote. In the case of a tie, the President shall cast the deciding vote.

Section 7: Regular Board meetings are open to the public. Persons wishing to bring items to the attention of the Board should contact any board member at least one week prior to the board meeting. A board email address shall be maintained and monitored in order for concerns to be brought anonymously to the Board.

Section 8:

(a) Executive sessions are open only to board members with voting privileges.

(b) The members of the Board while in Executive Session may further vote, by majority, to exclude the Head of School 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 President, Treasurer and Community Representatives shall be elected by written ballot within two months of the

first day of classes in January during even numbered years, and shall take office at the conclusion of the first meeting of the Board following their election.

The Vice President and Secretary shall be elected by written ballot within two months of the first day of classes in January during odd numbered years, and shall take office at the conclusion of the first meeting of the Board following their election.

Two Parent Representatives shall be elected by written ballot within two months of the first day of classes in January during odd numbered years, and one up to two Parent Representatives shall be elected by written ballot during even numbered years 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 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 Head of School to execute instruments), call any meetings of the Board as shall be deemed necessary, preside at the meetings of the Board, see that all orders and resolutions of the Board are carried into effect, and perform such other duties usually inherent in such office.

Section 2: Vice President: During the absence or disability of the President, the Vice President shall have all the powers and functions of the President and shall perform other duties as the President shall direct.

Section 3: Secretary: The Secretary shall keep a permanent written record of all minutes of the meetings of the Board of Directors and provide copies to the Head of School for filing and maintenance in accordance with Washington State Law and/or for a period of seven years. They shall attend to the giving and serving of all notices of the Corporation, and shall have charge of such books and papers as the Board of Trustees may direct. They shall attend to such correspondence as may be assigned, and perform all the duties incidental to the office.

Section 4: Treasurer: The Treasurer shall be responsible for overseeing all financial matters of the School, including but not limited to: They shall supervise the receipt and custody of the Corporation's funds; ensuring the Corporation is maintaining correct and complete books and records of account in accordance with generally accepted accounting principles, including full and accurate accounts of receipts and disbursements in books belonging to the Organization; collaborate with the Head of School and Corporation's accounting firm/bookkeeper to prepare and deliver a statement of the financial condition of the Corporation to be presented to the Board at least quarterly; ensure all required reports, tax returns and records required by law regarding the Organization's financial status are retained and maintained, and work with the Head of School or other financial staff to generate a draft annual budget for review by the Board; make decisions regarding scholarship applications in collaboration with the Head of School; and perform such other duties as may from time to time be assigned, or specifically required to be performed, by the Board or the President. They shall, at all reasonable times and upon written request, facilitate the viewing of the Corporation's books and accounts to be exhibited to any Board member of the Corporation. At the request of the Board, they shall help the Head of School and Bookkeeper initiate an audit of the accounts of the Corporation made by a committee appointed by the President, and shall present such audit in writing at the next meeting of the Board. Once annually, they shall also work with the Head of School and Accountant/Bookkeeper to present an annual report setting forth in full the financial condition of the Organization.

Section 5: Parent Representatives (3-4): The Parent Representative(s) shall perform such duties as directed by the President. Parent Representatives shall be responsible for ensuring volunteer participation in school activities and shall engage in liaison and outreach activities to school parents in each classroom room and ensure each room is being represented equally.

Section 6: Community 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: Head of School: The Head of School shall be responsible for daily operations and related decision making of the School in accordance with their job descriptions. The Head of School shall make recommendations to the Board relating to the structure, program, policies and activities of the School. The Head of School shall: be responsible for executing plans and policies officially adopted by the School and for coordinating the various interests of the School; attend all regular meetings of the Board in a voting ex officio capacity; and shall be the chief liaison between staff and the Board. Within the limitations established by the budget adopted by the Board and following current hiring policy of the school, the Head of School shall coordinate the hiring and supervision of all paid staff and 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 Head of School 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 and have no independent authority to act. All committees report to the Board, and take only such action as is delegated by the Board.

Section 2: Each committee established must include a minimum of 1 Board member.

Section 3: The following standing committees of the Board are hereby perpetuated: Parent Teacher Engagement (PTEC), Facilities & Safety (FSC), Fundraising (FR), Finance (FC).

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: Committee Roles

- (a) **Parent Teacher Engagement Committee (PTEC):** May consist of one or more Board members, including at least one Parent Representative, one Lead or Assistant Teacher, and others as may be appointed by the President or Committee itself. The committee shall assume the relevant annual goals assigned by the Board. PTEC shall be responsible for overseeing, proposing designs/events, and assisting in the development of policies and practices for small scale fundraising, volunteer activities, and parent/community culture building.
- (b) **Facilities & Safety Committee (FSC):** May consist of one or more Board members and others as may be appointed by the President or Committee itself. The committee shall assume the relevant annual goals assigned by the Board. FSC shall be responsible for the review of employee or parent complaints regarding safety and health hazards; analyze and recommend updates to the School's safety policies, procedures, and written documents; work with the Head of School to ensure proper inspections are done on a timely basis; help to ensure building and playground safety is maintained by proactively identifying and suggesting improvements to the board.
- (c) **Fundraising Committee (FR):** May consist of one or more Board members and others as may be appointed by the President or Committee itself. The committee shall assume the relevant annual goals assigned by the Board. FR shall design and administer, based on Board approval, larger-scale fundraising efforts, including identifying and pursuing, with Board approval, unique funding sources within our community, state, and nation to enrich the Schools program; and monitoring fundraising efforts to ensure ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective. FC should collaborate with PTEC to ensure a unified effort is made for fundraising and as not to overuse financial sources.
- (e) **Finance Committee:** May consist of Head of School, the Board Treasurer, and others as may be appointed by the President or Committee itself. The committee shall assume the relevant annual goals assigned by the Board. FC shall be responsible for assisting the Treasurer in overseeing all financial matters of the School; monitor the school's financial standing and make recommendations to the Board on financial matters when required, help to ensure the school is operating under adequate and proper financial controls; develop, in conjunction with the Head of School and Accountant/bookkeeper, an annual large-scale

fundraising plan (separate from the small fundraising operations of PTEC) to present to the Board; work with the Head of School and Fundraising committee to ensure the annual fundraising plans are achieved; assist in developing a proposed annual budget for the Board's consideration; help to ensure all financial related reports are submitted to the Board in a timely and user friendly format; assist in developing and maintaining a guide/cheat sheet for Board members on how to read relevant financial reports; orient Board members to reading reports and best practices for financial decision making through the lens of organizations of our size and type (include formal whole board training when applicable).

Section 6: All committees may include non-Board members but must maintain a minimum of 1 Board member. A complete member list should be maintained and shared with the Head of School. Committee membership and rules of procedure and operation shall be established by the Board members sitting on such committees but shall align with School policies.

Section 7: All committees shall keep a written record of all proposals. Proposals shall be submitted to the Head of School in time to be distributed with monthly meeting packets.

Article V: Amendments.

These Bylaws 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 Bylaws when determined appropriate by the Board and, if necessary or desirable, propose revisions or amendments for the consideration of the Board.

I, Sharon DeChenne, President of the above entitled Board, do hereby certify that the foregoing Bylaws in their final form were distributed in writing (via e-mail and placed in appropriate mailboxes) to all members of the Board of Directors and that the foregoing Bylaws were then duly adopted by the members of the Board at the email vote administered, calling for revision of old Bylaws, on December, 12, 2022.

Sharon DeChenne, Montessori School of Pullman Board President

Signature: 

Date: 16 Dec 2022

Montessori School of Pullman, Washington