

Washington Montessori, Inc. ~~By-Laws~~By Laws

Amended ~~November 19th, 2015~~ May 11, 2010

Article I: Name

The name of this not-for-profit Corporation shall be Washington Montessori, Inc. (herein the Corporation).

Article II: Purpose

To establish and maintain a public charter school in which the Montessori philosophy, method and materials of education and are used to teach, counsel, and otherwise instruct children. To teach and counsel children in the common classical branches of learning: Philosophy, theology, rhetoric, music, languages, the arts and sciences. ~~To provide staff development opportunities for teachers.~~ To encourage students with limited English proficiency to apply for the lottery.

Article III: Board of Trustees

SECTION 1:

The Board of Trustees shall have control and general management of all business of the Corporation.

SECTION 2:

The Board of Trustees shall be made up of a minimum of five self-perpetuating voting members and two Community Elected voting members. The ~~Head of School (or their designee)~~School Director or Directors, President of the Parent-Teacher Organization, or their designee, President of the Student Council, or their designee, and a faculty member shall serve as ex-officio, non-voting members.

We will strive to have a board that reflects the school's commitment to diversity and whose prestige, dignity, and advice shall enhance the standing of this Corporation. Our goal shall be to have representation on our board from the following professions: fundraising, finance, facilities, human resource, governance experience and public relations, ~~l~~legal, financial, business, and medical. We will strive to include members of various ethnic backgrounds reflective of our community (i.e. African-American, Latinos and Caucasians).

SECTION 3: The sole employee(s) of the Board of Trustees ~~is~~are the ~~Head of School~~School Director or Directors, who is/are engaged at the pleasure of the Board, to oversee the day-to-day operation of the School, to be its educational leaders~~s~~, and to ~~carry out~~ implement ~~institutional and instructional~~ Board policy.

SECTION 4:

Board members shall serve four-year terms. The Board Member may opt to serve a second consecutive term. If the member is elected to fill an unexpired term of two years or less, they are still eligible for two additional full terms. After serving two consecutive full terms or one unexpired term over 2 years and one full term, the member must relinquish their membership for at least two years before serving again. Board members' terms will end on a semi-rotating cycle.

SECTION 5:

All vacancies on the self-perpetuating Board of Trustees shall be filled by an appointee designated by the remaining self-perpetuating members. All Community Board of Trustees vacancies will be filled with a Community-wide election. The procedures for said election are defined by the Community and approved by the Board of Trustees. The Chair or his/her designee shall provide an orientation to the roles and responsibilities of new board members. ~~Washington Montessori values the people who agree to serve on the Board of Trustees. As there are only seven voting members, the importance of selecting people who are committed to serve and possess the qualities most needed to compliment existing board members.~~ Employees and immediate family members of employees will not be considered for board membership. ~~A new self-perpetuating member will be elected at the July November board meeting. The new member shall serve as an ex-officio, non-voting member from August — December attending as many meetings as possible to familiarize him / herself with the issues facing the board at that time.~~ Community elected Board members will be elected in September November and serve as ex-officio members October — December. All new members take their seats at the January meeting. Children or relatives of board members will not be shown any favoritism in placement, discipline or any other decisions.

SECTION 6:

If the Board determines a Board member is not acting in the best interest of the Corporation, the member can be removed from the Board with a two-thirds vote of the ~~ENTIRE~~ full Board. The replacement would be selected by the original means elected.

Article IV: Officers

SECTION 1:

The principle officers of the corporation shall be the ~~Chairman~~ Chair, Treasurer and Secretary. ~~and the Secretary/Treasurer.~~

SECTION 2: ELECTION AND TERM OF OFFICE

The officers of this corporation shall be elected annually (in ~~September~~ June (CHANGE DATE TO NOVEMBER???)) by the members of the Board of Trustees. Each officer shall hold office until his successor shall have been duly elected and qualified.

SECTION 3: REMOVAL

Any officer elected or appointed may be removed from office by ~~the~~ a 2/3 vote of the Board of Trustees whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

SECTION 4: VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

SECTION 5: CHAIRMAN

The ~~chairman~~ Chair shall be the principle executive officer of the Corporation and shall, in general, supervise and control all of the business and other affairs of the Corporation. The ~~Chairman~~ Chair shall preside at all of the meetings of the Board of Trustees. The ~~Chairman~~ Chair may sign, with the

secretary or any other appropriate officer of the corporation authorized: any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Corporation. The ~~Chairman~~ Chair shall perform all duties incident to the office of the chairman.

SECTION 6: TREASURER/SECRETARY

~~The treasurer shall be responsible for keeping the Board of Trustees updated as to the financial status of the corporation. The treasurer shall remain in close contact with the Head of School and Associate Head of School — Administrative Services as to the corporation's assets; current and anticipated expenditures; upcoming state and federal reports; and audits. The Treasurer shall perform all duties incident to the office of treasurer and other such duties as from time to time may be assigned to them by the chairman or the Board of Trustees.~~

SECTION 6: TREASURER

The treasurer shall be responsible for updating the Board of Trustees as to the financial status of the corporation. The treasurer shall remain in close contact with the Director of Administration and Finance and/or a contracted accounting company as to the corporation's assets, current and anticipated expenditures, upcoming state and federal reports and audits. He shall perform all duties incident to the office of treasurer and other such duties as from time to time may be assigned to him by the chairman or the Board of Directors.

SECTION 7: SECRETARY

The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By Laws or required by law, be the custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By Laws, keep a register of the addresses of the members. In general, perform all duties incident to the office of the secretary and other duties as from time to time may be assigned to him by the chairman or the Board of Directors.

~~The secretary and/or their designee shall:~~

- ~~• Keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose.~~
- ~~• See that all notices are duly given in accordance with the provisions of these by laws~~ By Laws ~~or required by law.~~
- ~~• Be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by laws~~ By Laws ~~.~~
- ~~• Keep a register of the addresses of the members.~~

- ~~In general, perform all duties incident to the office of the secretary and other duties as from time to time may be assigned to them by the chairman or the Board of Trustees.~~

Article V: Parent Teacher Organizations

SECTION 1: ~~FORMING~~ PARENT-TEACHER ORGANIZATIONS

The Board of Trustees, by resolution adopted by a majority, may designate one or more parent-teacher organizations.

SECTION 2: TERM OF OFFICE

Each officer of a Parent-Teacher Organization (PTO) shall continue as such until the next annual meeting and until their successor is appointed, unless the PTO shall be sooner terminated, or unless such officer be removed from such PTO, or unless such officer shall cease to qualify as a member thereof.

SECTION 3: PRESIDENT

The president shall be the executive officer of the PTO and shall, in general, supervise and control all of the business and affairs of the PTO. The ~~president~~ President shall preside at all of the meetings of the members and shall be an ex-officio, non-voting member of the Board of Trustees. The ~~president~~ President shall be voted into office by a majority of the parents present at the annual meeting and the Board of Trustees shall approve his election.

SECTION 4: RULES

Each PTO may adopt ~~By laws~~ By Laws for its own government not inconsistent with the ~~By Laws by laws~~ By Laws of the Board of Trustees or with rules ~~by of~~ the Board of Trustees. The Board of Trustees shall approve the ~~by laws~~ By Laws of all PTOs.

Article VI: Contracts, Checks, Deposits and Funds

SECTION 1: CONTRACTS

The Board of Trustees may authorize any officer or officers, agent or agents of the Corporation in addition to the officers so authorized by these ~~by laws~~ By Laws, to enter into any contract or execute and deliver any instrument in the name of and behalf of the Corporation, and such authority may be general or confined to a specific instance.

SECTION 2: CHECKS, DRAFTS, ETC.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such designee as shall from time to time be determined by the resolution of the Board of Trustees. In the absence of such a determination by the Board of Trustees, the ~~T~~ treasurer and ~~chairman~~ Chair of Corporation shall sign such instruments. Any non-budgeted expenditures exceeding the amount of ~~\$5,000.00~~ \$500.00 will need the approval of the ~~chairman and treasurer~~ Board of Trustees.

SECTION 3: DEPOSITS

All funds of the Corporation ~~shall~~will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees ~~may~~will select.

SECTION 4: GIFTS

The Board of Trustees may accept on behalf of the Corporation any gift, bequest, or devise for the general purpose, or any special purpose, of the Corporation.

SECTION 5: TERMINATION OF CHARTER SCHOOL

It is agreed that if the charter school dissolves, any remaining state funds and all assets purchased with public funds will revert to the local ~~board~~Board of ~~E~~Education. All original assets purchased with private funds will revert to the organization of its choosing. No charter school money will be used for political purposes.

Article VII: Meetings

SECTION 1: The Board of Trustees shall meet on the third Thursday of each ~~odd-numbered month~~month with the exception of July and December.

SECTION 2: All meetings of the Board of Trustees are subject to the Open Meetings Laws per the North Carolina General Assembly, N.C.G.S. § 143-318.9.

SECTION 3: As allowed by the NC Open Meetings Law, the Board of Trustees may request a closed session meeting. Ex-officio members will attend on an invitation basis only.

SECTION 4: Any number of meetings deemed necessary by Board of Trustees may be called to accomplish the business of the Corporation. Only the ~~Chairman~~Chair or three Board members may call a Special or Emergency Meeting.

SECTION 5: Modified *Robert's Rules of Order* shall be used at all meetings to conduct business. ~~We~~The Board of Trustees will attempt to make decisions by consensus.

Article VIII: Quorum

SECTION 1: At meetings of the Board of Trustees, a majority of voting members of the Board shall constitute a quorum.

Article IX: Fees and Dues

SECTION 1: The Board of Trustees ~~shall~~will have the power to levy fees for the Before and After School Program, Day School Program or other programs that have been approved by the BoT to cover the expenses of ~~this~~these programs.

SECTION 2: Such incidental fees as may be deemed necessary for the operation of the Before and After School Program, Day School Program or other programs that have been approved by the BoT may be required on a per pupil basis.

SECTION 3: Any fees for the Before and After School Program, Day School Program or other programs that have been approved by the BoT past due over 60 days will be brought to the attention of the Board of Trustees.

SECTION 4: The ~~Head of School~~ School Directors, as directed by the Board of Trustees, shall advocate scholarships based on need at his/her discretion.

Article X: ~~Racial~~ Non-Discrimination Policy

The Corporation admits students of any race, color, national or ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to the students of the school. It does not discriminate on the basis of race, color, national, ethnic origin, sexual orientation, gender identity, religion and economic status in the administration of its education policies, admission policies, preschool scholarships and loan programs, and athletic and other school-administered programs.

Article XI: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year, beginning July 1999.

Article XII: Personnel

SECTION 1: The Board of Trustees together with the ~~Head of School~~ School Director/Directors shall define the personnel policy for the Corporation. Washington Montessori, a Public Charter School. The policy shall be printed and available to all personnel and applicants for employment.

SECTION 2: All petitions dealing with personnel issues that have followed the Corporations grievance and personnel polices shall be made available to the Board of Trustees at the monthly meetings.

SECTION 3: The Board of Trustees, with recommendations from the ~~Head of School~~ School Director/Directors, will determine salaries, benefits, and leave of all personnel.

Article XIII: Conflict of Interest

~~Any member of the Board of Trustees who has a conflict of interest with an issue facing the Corporation shall state the conflict of interest and ask to be excused from discussion and/or voting with a motion and agreed.~~

Washington Montessori, Inc.'s Conflict of Interest Policy:

i. No voting members of the governing board shall be an employee of a for-profit company that provides substantial services to Washington Montessori, Inc. for a fee.

ii. No employee of the charter school shall be immediate family (as defined in G.S. 115C-12.2) to any member of the Washington Montessori, Inc's. Board of Trustees.

iii. No employee of the charter school, whether hired by the Board of Trustees or a management company, shall be a voting member of the Washington Montessori, Inc. Board of Directors.

iv. No teacher or staff member that is immediate family of the School Directors shall be hired without the Board of Trustees evaluating their credentials, establishing a structure to prevent conflicts of interest, and notifying the Office of Charter Schools, with evidence, that this process has occurred.

Article XIV: Admission Policy

SECTION 1: Admission to Washington Montessori, a Public Charter School, shall be by lottery. The Lottery policy shall be made available to all interested parties upon request.

SECTION 2: The Board of Trustees must approve any changes in the admission policies.

SECTION 3: The Washington Montessori Day School Admission Policy, as well as any other program that is a private program put into effect by the BoT is to be determined by the BoT.

Article XV: School Governance

SECTION 1: The Board of ~~Trustees~~ Trustees shall have control and general management of ~~Washington Montessori, a Public Charter School~~ the Corporation and shall approve all changes to the Policy Manual(s).

SECTION 2: The ~~Head of School~~ Director/Directors is/are engaged, at the pleasure of the Board, to oversee the day-to-day operation of the School, to be its educational leader, and to carry out institutional and instructional Board policy, per the Head of School job description.

SECTION 3: The ~~Director/Directors~~ Head of School shall make all decisions regarding student discipline ~~with the exception of expulsion of a student and any other issues deemed appropriate, which must be approved by the Board of Trustees~~ in accordance with Board of Trustees' policies.

SECTION 4: The Director/Directors shall make decisions regarding staff discipline in accordance with the Board of Trustees' policies.