

KENNEBEC MONTESSORI SCHOOL

BY-LAWS

(Last revised, May 4, 2020)

ARTICLE I

THE CORPORATION

Section 1. Name. The name of this corporation is *Kennebec Montessori School* and it shall be known by the name Kennebec Montessori School. This corporation shall be referred to through these By-Laws as the "Corporation" or the "School".

Section 2. Purpose. As stated in its Articles of Incorporation, the purpose of this Corporation is to establish and operate one or more private schools emphasizing the use of the so-called Montessori methods and techniques in teaching children of pre-primary age through sixth grade and to provide childcare to such children as may be necessary to support the School's program. The School is organized exclusively for charitable, scientific and educational purposes as a non-profit corporation and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings shall inure to the benefit of any officer or individual.

Section 3. Mission Statement. At KMS, we provide children with an educational program, rooted in the philosophy of Maria Montessori, that nurtures a love of learning and fosters respect for self, others, and the environment.

Section 4. Corporation Members. Parents or Legal Guardians of children with current enrollment at KMS, shall comprise the Corporation Membership or "Family Members".

ARTICLE II

BOARD OF DIRECTORS

Section 1. Responsibilities and Powers. The affairs and property of the School shall be managed and controlled by a Board of Directors, to be constituted in the manner provided in Section 2 of this Article II, which may exercise all the lawful powers of the Corporation. Without limiting the generality of the foregoing, the Board of Directors shall be responsible for each of the powers and corporate activities listed in Title 13, M.R.S. Section 202 (1) as it exists on the day of adoption of these By-Laws and as it may be from time-to-time amended to enlarge the powers of the Directors therein listed. In the event that a subsequent amendment to said statute shall limit the generally authorized powers of non-profit corporations, then, nevertheless, the Directors of the Corporation shall have the power to do all the things currently described in said statute.

Section 2. Number of Directors. The Board of Directors shall consist of not less than five nor more than eleven voting Directors. The Board of Directors should include not more than seven individuals with a child enrolled in the School. The Directors so elected or their successors may at any time adjust the number of Directors, but only by further amending the By-Laws.

Section 3. Eligibility. An employee or staff member of KMS, or a spouse, direct family member or person living in the same household as an employee or staff member, may not be nominated, stand for election, be elected or serve as a Director. Employees and staff members shall include, without limitation, all members of the administrative and educational staff of KMS (e.g., the Head of School, teachers, assistant teachers, and reading, art, music or other special independent contractors). If a Director becomes a temporary employee of the school, that person may retain their eligibility as a Director by taking a temporary leave of absence from their voting duties on the Board, and may resume their duties for the duration of their term by vote of the remaining members of the board. A Director may serve as an occasional (unpaid) short-term substitute at KMS without losing eligibility.

Each person desiring to be nominated, appointed or stand for election, or who is elected, appointed or serves as a Director, shall satisfy the Members that, among other things, he/she is capable of faithfully carrying out the fiduciary duties and responsibilities of a Director, including being free of any real or potential conflict of interest which in the opinion of the Members and other Directors would adversely affect such person's ability to carry out such duties. As to any disputes concerning the qualifications of a person as a Director, the Board may seek the input of the Members before the Board resolves the matter.

Section 4. Elections. In the spring of each year, a slate of nominees desiring to be considered for appointment to the KMS Board of Directors shall be provided to current KMS Family Members. Following a period of one week an official ballot shall also be provided. Without exception, one Family Member per household shall be entitled to exercise a single eligible vote by completing the ballot in accordance with the instructions provided. In the event Family Members reside in separate households, only the Family Member duly registered with KMS as the Primary Family Member shall be entitled to complete a ballot. All families with a member who is an employee of KMS are allowed to vote, but are not allowed to serve as Directors. Available positions on the Board shall be filled beginning with the nominees receiving the highest number of votes and in accordance with Article II Sections 2 & 3 of these Bylaws. A nominee must receive at least 50% of the vote to be eligible for appointment to the Board. The Board retains the authority to appoint Community Members to seats remaining unfilled following the election, or to offer special elections for that purpose. A Family Member (who was elected as a Parent of Current Student) serving on the Board who no longer has a child enrolled shall be eligible to complete their current term on the Board by serving as a Community Member.

Section 5. Length of Term. New Directors shall be elected to serve a term of three years. Directors shall transition at a late spring / early summer meeting and assume their responsibilities in July. For the 2020-21 transition, the transition meeting will be held in June and Directors will assume their roles in July. Directors can serve a maximum of two consecutive three-year terms. Directors must take one year off before they are eligible for an additional term as a Director.

Section 6. Resignation. Any Director may resign by delivering or causing to be delivered to any other Director a written resignation which shall take effect on being so delivered or at such other time as may be therein specified.

Section 7. Removal. Any Director, including a Director elected by the Members to fill a vacancy in the Board of Directors, may be removed from office with or without cause or prior notification, by a majority vote of the Directors then in office.

Section 8. Vacancies. Vacancies in the Board of Directors, however occurring, including any increase in the number of Directors, shall be filled by nomination and election by a majority vote of Family Members. As noted in Article II Section 4, if Community Member vacancies remain after an Election, the Board retains authority to appoint Community Members to seats remaining unfilled following the election. A Director elected to fill a vacancy will be elected to serve for the remainder of the term of the Director being replaced. If the remainder of the term is equal to more than half a term the Director filling the vacancy shall be considered to have served a full term.

Section 9. Directors Meetings. Regular meetings of the Board of Directors may be held in such places and at such times as the Board may, by vote, from time-to-time, determine and fix and, if so determined and fixed, no notice thereof need be given. The Annual Meeting of the Board of Directors shall be held in the fall once the data from the end of the fiscal year (ending August 31st) is available. At the Annual Meeting, the Directors shall provide an Annual Report and Annual Accounting to all Family Members and set a schedule for a minimum of two additional meetings for attendance by Family Members throughout the academic year.

Special Meetings of the Board of Directors may be called at any time or place, by the Chair or two or more Directors. Notice of the place, date, hour and purposes of any such meeting of the Directors shall be given by the Chair, or, at his/her request, by the Secretary to each Director 24 hours prior to the meeting. Special Meetings may be held any time without such notice if a quorum of Directors is present.

Any action required or permitted to be taken at any meeting of the Directors, or committee

elected or appointed by the Directors, may be taken without a meeting if all the Directors or all the members of any such committee consent to the action in writing and the written consents are filed with the records of the meetings. Such consents shall be treated for all purposes as a vote at a meeting and may be so certified by the Secretary.

Section 10. Quorum. At least fifty percent of the voting Board members then in office shall constitute a quorum for the transaction of business. The Chair will count toward the quorum. Less than a quorum of the Directors, however, may adjourn any meeting from time-to-time and the meeting may be held as adjourned without further notice if a quorum is then present. Except as otherwise required by Law, the Articles of Incorporation, or these By-Laws, the action of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

ARTICLE III

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive and Other Committees. The Board of Directors may elect an Executive Committee of such number of trustees as the Board of Directors shall determine. The members of the Executive Committee shall serve at the pleasure of the Board of Directors. In case any member of the Executive Committee shall cease to be a Director of the School for any reason, he shall forthwith cease to be a member of the Executive Committee. The Executive Committee shall, during the intervals between meetings of the Board of Directors, possess and may exercise, subject to such specific directions or limitations, if any, as may be given or imposed by the Board of Directors, including, without limitation, the management of the current and ordinary affairs of the School.

Exceptions shall be any powers which are expressly forbidden by law and the power to alter or repeal these By-Laws. All actions of the Executive Committee shall be reported to the Board of Directors at the next Board of Directors meeting succeeding such actions and shall be subject to revision or alteration provided that no rights or acts of third parties shall be affected by such revision or alteration. The Executive Committee shall fix its own rules of procedure and shall

meet as provided by such rules or by resolution by the Board of Directors.

The Board of Directors from time-to-time may establish other committees having such duties, responsibilities and powers, and consisting of such number of persons as the Board of Directors shall determine. The Board of Directors may authorize a single individual to act as the Executive Committee or as any other committee of the Corporation. With the exception of the Executive Committee, committee members may include persons who are not members of the Board of Directors.

Section 2. Committee Reports and Minutes. All committees shall maintain appropriate and proper records (including meeting notes or minutes) and shall provide monthly reports to the Board or at other such times and in such form and manner as the Board may determine from time to time.

ARTICLE IV OFFICERS

Section 1. Principal Officers; Election Thereof; Eligibility. The Officers of the School shall be elected at the first regularly scheduled meeting of the new Board of Directors. The Officers of the School shall be a Chair of the Board of Directors, a Vice-Chair of the Board of Directors, a Treasurer (who shall be registered with the State of Maine as the Registered Agent for the school), a Secretary, and such other Officers as the Board of Directors may elect or appoint. The Head of School is not a member of the Board of Directors. Subject to the provisions of Section 3 & 4 of this Article IV, the Chair, the Vice-Chair, the Treasurer, the Secretary, and other Officers shall each hold said office for a period of one year and until their respective successors are elected and qualified (Officers serve one-year terms). An individual may hold up to two offices if so determined by the Board of Directors (i.e. Vice-Chair/Treasurer, or Secretary/Treasurer).

Section 2. Additional Officers and Agents. The Board of Directors at its discretion may appoint one or more Assistant Treasurers and other such Officers/Agents as it may be so deemed advisable and may prescribe their duties and their terms of office.

Section 3. Removals and Vacancies. Any Officer may be removed from office at any time with or without cause by vote of a majority of the Board of Directors then in office.

Section 4. Resignation. Any Officer may resign by delivering to any Director then in office a written statement of his/her resignation which shall take effect on being so delivered or at such other time as may be therein specified.

Section 5. Delegation of Authority of Officers. The Board of Directors may, at any time, delegate the powers and duties of any Officer to any other Officer, or to a committee of Officers.

Section 6. Temporary Leave of Absence. A Director may, by approval of the Board of Directors, take a leave of absence (temporary leave) from their voting membership on the Board for up to a year. The Director may resume their responsibilities for the remainder of their term by a majority vote of the Board of Directors.

ARTICLE V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The School shall maintain a separate independent Director and Officer liability policy for at least one million dollars, which shall, to the extent legally permissible, indemnify each of its Directors and Officers (and the heirs, executors and administrators of such Director or Officer) against all expenses and liabilities which he/she has reasonably incurred in connection with the School or arising out of any actual or threatened action, suit or proceeding in which he/she may be involved by reason of his/her being or having been a Director or Officer at the time of incurring such expenses or liabilities. These are to include, but are not limited to, judgements, court costs, attorney fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such Director or Officer shall be finally adjudged not to have acted in good faith or in the belief that his/her action was in the best interest of the School. The Board of Directors shall be furnished with an opinion of counsel for the School to the effect that such settlement or compromise is in the best interest of the School.

The School may pay expenses incurred by such Director, Officer, or other School employee in

defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding; provided, however, that the School has first received a written understanding from such Director, Officer or School employee, in form and content satisfactory to the Board of Directors, to repay to the School all such advance payments if upon final disposition of such action, suit, or proceeding, he/she shall not be entitled to indemnification under this Article.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director, Officer or other personnel of the School may be entitled to as a matter of Law.

ARTICLE VI

DUTIES AND AUTHORITY OF OFFICERS

Section 1. Chair. The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair is responsible for the agenda for Board meetings in consultation with the Head of School, for tracking and expediting the work of the Board, and for the annual evaluation of the Head of School.

Section 2. Head of School. The Board shall select, hire and manage a Head of School (herein the "Head of School"), who shall be the Chief Executive Officer of the School, but not a member of the Board. The Head of School shall report at all meetings of the Board of Directors and, subject to the direction of the Board of Directors, shall be in general and active charge, control and supervision over management and direction of the business, property and affairs of the School. The Head of School shall have, exercise and perform such authorities, duties, powers and responsibilities as determined from time to time by the Board.

Section 3. Vice-Chair. The Vice-Chair or Vice-Chairs shall have such powers and perform such duties as may be assigned to him/her/them by the Board of Directors, or as may be delegated to him/her/them by the Chair. In the absence or disability of the Chair, or in case of an unfilled vacancy in the Office of the Chair, the Board of Directors may designate a Vice-Chair to perform the duties and exercise the powers of the Chair.

Section 4. Treasurer. The Treasurer shall, subject to the order of the Board of Directors, have supervision over the care and custody of the money, funds, valuable papers and documents of the School and shall have and exercise all the powers and duties commonly incident to this Office.

He/she may endorse for deposit or collection all checks, notes, drafts with representation from the parents of children in the School, the community, other institutions, governmental agencies, and areas of business expertise, as the Directors from time-to-time may deem advisable. The Treasurer shall also serve as the Registered Agent of the School.

Section 5. Secretary. The Secretary shall record the minutes of all meetings. The Secretary shall keep in secure electronic file and in paper form, the minutes of all meetings, including all reports submitted by the committees and the Head of School. The Secretary shall maintain record books which include the Bylaws, minutes, and amendments to these documents properly recorded. Record books should be on hand at every meeting. The Secretary shall make minutes and records available to Family Members (Parents of Current Students) upon request at the earliest convenience of the board. Any Director member has the right to examine these reports, including the minutes of an executive session, at a reasonable time and place, but this privilege must not be abused to the annoyance of the secretary. Paper records are to be stored in a locked file cabinet in the school building.

ARTICLE VII

CHECKS, DRAFTS, NOTES, ACCEPTANCES, ENDORSEMENTS, ETC.

All checks, drafts, notes, bills of exchange, acceptances, endorsements including endorsements for deposit or collection, and other negotiable instruments or obligations for the payment of money made, issued, or executed by the School may be executed and signed on its behalf by such Officer or Agent as the Board of Directors may from time-to-time direct, and shall, if required, be countersigned by another Officer or Agent as the Board so directs.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the School shall be September 1 to August 31.

ARTICLE IX

OFFICES

The Registered Office of the Corporation shall be at 38 Sheridan Drive, Fairfield, County of Somerset and State of Maine. The mailing address shall be recorded as 38 Sheridan Drive, Fairfield, ME 04937. The School may also have such other offices within or without the State of Maine as the Board of Directors may select or the purposes of the School may require.

ARTICLE X

AMENDMENTS

The Board of Directors may amend these by-laws by adding or removing language to this document, and recording said changes in the Log at the close of the document. Amended by-laws must be submitted to the full Board of Directors for review and approval pending a comment period. Amended by-laws should be announced in a notice to the full Board of Directors, containing the proposed language of the amended document one week prior to a scheduled vote. This one week waiting period may be waived by a unanimous vote of the full Board of Directors. Updated by-laws may be approved at any regular meeting of the Board of Directors where a quorum is present (or by e-vote), by a two-thirds vote.

ARTICLE XI

DISSOLUTION

In the event of the liquidation, dissolution or winding up of the School, all assets after the payment of all liabilities of the School, shall be distributed exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501 (c) of the Internal Revenue Code of 1954, and as the Board of Directors of the School shall so determine with special consideration given to the Executive Committee and/or Advisory Board of the Corporation.

These By-Laws may be altered, amended, and/or repealed at any regular or special meeting of the Board of Directors by two-thirds majority vote if notice of such alteration, amendment, and/or repeal be contained in the notice and/or waiver of notice of such meeting.

Revised May 4, 2020. Approved by the Board of Directors on May 4, 2020.