



## **Bylaws**

### *Article I: Identification*

The name of the non-profit corporation shall be

**Pinewoods Montessori School Corporation.**

Throughout this document we will refer to the school by its initials, PWMS.

### *Article II: Purpose*

**Pinewoods Montessori School Corporation**, as a non-profit corporation, was formed for educational purposes to carry out the long-standing mission of the school (see Mission Statement). The **Board of Directors** provides strategic non-operational leadership in support of the School's mission. The Board engages in long-range planning, provides for financial sustainability, approves major policies, supports the faculty in implementing the school's educational vision through time, and retains a strong school leader (**Head of School**) to ensure an excellent authentic Montessori education for current and future PWMS students. Board members are committed to promoting the growth and development of the school, its mission, educational programs and vision for the future.

### *Article III: Membership*

Section 1: All parents or guardians of current students and all current faculty and staff are considered **Members of the school community**.

Section 2: Members of the school community shall vote in Board of Directors elections held annually (April).

Section 3: Membership on the Board of Directors shall be open to any member of the school community and to town constituents who support the purpose statement in Article II. Nominations for Board membership shall be open to all members of the school community.

Section 4: **Members of the Board of Directors** shall vote on all issues relevant to the school's functioning and its mission.

## *Article IV: Meetings of Members*

Section 1: Annual Meeting. The date of a regular annual meeting shall be set by the Board of Directors who shall also set the time and place. The purpose of this meeting should be: to have an annual review of previous and future strategic plans for the school, to review current Board policies and programs, to update long range goals, and to establish membership needs of Board member positions available for the following school year.

Section 2: Regular Meetings. Regular meetings of the Board shall be held at such other frequency as the Directors shall determine, and at minimum quarterly, to allow for work via committees.

Section 3: Public Meetings. The Board shall endeavor to open a portion of their meetings to the Pinewoods Community on a quarterly basis.

Section 4: Special Meetings. The Board **Chair**, the **Executive Committee**, or a simple majority of the Board of Directors may call special meetings. Non-voting members (those not on the Board of Directors) may also convene a meeting to discuss or implement school events such as fundraising or social activities.

Section 5: Notice. Notice of each public meeting shall be given to each family and faculty, by email, newsletter, or written announcement a minimum of 2 weeks in advance of the meeting with an agenda to follow.

## *Article V: Board of Directors*

Section 1: Board Role. The Board is responsible for overall policy oversight and long term planning of the school, and delegates responsibility for day-to-day operations to the Head of School. The board receives no compensation.

Section 2: Board Size and Make Up: The Board shall be composed of a range of 9-13 members, with a requirement that there be an odd number of voting members. The Head of School and one eligible staff member shall be voting members. A maximum of two at-large voting positions will be available to a local constituent/non student-affiliated individuals. In order to prevent conflicts of interest and to maintain a voting quorum, all members are required to annually sign the Conflict of Interest policy and must be eligible to serve in accordance with the guidelines set forth in that policy document. The remainder of the Board should be composed of members of the school community. The Board shall have the authority to appoint one consultant as a voting or non-voting position on the board.

Section 3: Board Elections. Up to ten Board members shall be elected annually by the members of the school community. The Head of School and one lead teacher shall automatically be members of the Board. Members of the Board of Directors shall vote to fill vacancies on the Board during the year, between scheduled elections.

- (a) Should there be an emergency situation, pandemic or other unforeseen crisis, in which it would be challenging or impossible to have the school community vote, the Board of Directors may vote to delay or cancel an election in a given year. If an election is not reasonably possible, members of the Board of Directors shall vote to fill vacancies. In order to be deemed an emergency and to appoint Board members under this clause, it must be agreed upon by a 75% supermajority of the Board members.
- (b) Should there be an emergency situation, pandemic or other unforeseen crisis, in which 9 Board members are not available to serve, appointments would be made by any remaining Board members and temporarily appoint Pinewoods staff/teachers/community members in good standing until 9 members could be attained.

Section 4: Election Procedures. Board member positions that will be vacated in May of each year will be identified at the February Board meeting and advertised soon after. Nominations from members will be accepted in writing before the March Board meeting. In March, the Personnel Committee shall place a call for nominations from the parent community and community at large. Prior to the election, individuals interested in serving on the Board will be given a copy of the by-laws and the Conflict of Interest Policy to confirm eligibility. The election shall be held annually in April. Each household has one vote. Each faculty member and staff of the school has one vote. The nominees receiving the largest number of votes in the annual election shall be elected to those full term vacancies that exist. A quorum of members (forty percent) must participate in the election.

- (a) The staff representative shall serve a 2-year term, with the option to extend the term for up to six years. If the staff representative position on the Board is available, the Head of School shall advertise the position and solicit volunteers

from all current Pinewoods staff members. Staff members are eligible to serve as the “staff representative” on the Board of Directors after working at the school for at least 10 hours per week for over three consecutive years. If more than one eligible staff member desires to serve on the Board, there shall be a staff election. All current Pinewoods staff members who work more than 10 hours per week shall vote in the election. There must be at least 60% staff participating in the vote to appoint a new member for the “staff representative” position. If 60% participation is not achieved, a second election shall be held. Should a staff member vacate their seat on the Board before the term is up, nominations and the election process will commence until the position has been filled.

Section 5: At-Large Board Members. At the first board meeting after the annual election, the Board will identify areas of needed representation, with the goal of maintaining a Board broadly representative of the community. The Board shall attempt to elect one additional person from the town to serve as an at-large member of the Board. The Board will recommend nominees for the at-large position for an election by the board within three months after the annual election (July) of new board members.

Section 6: Terms. Board members shall serve a three-year term, but are eligible for re-election to another three-year term. These terms are staggered with other members. At the conclusion of six years of service, the Board members must take one year off before being eligible for re-election. If the Board member ceases to have a child enrolled in the school, it is expected that their term on the Board will end. An at-large board member will serve three-year terms, with a maximum of six years.

Section 7: Quorum. A quorum, consisting of at least forty percent of the Board members, must be attained before business can be transacted or motions made or passed.

Section 8: Notice. Regular Board meetings require that each Board member have written notice in advance.

Section 9: Officers and Duties. There shall be four officers of the Board consisting of a Chair, Vice-Chair, Secretary, and Treasurer. The officers, with the exception of the Chair, shall be elected by the Board at the May board meeting. During the April Board meeting the Chair shall be elected by the Board from a pool of members who have served at least one year. The Chair-elect may not be an employee or the spouse or relative of an employee. In the case the oncoming Chair has reached the end of their term their term shall be entitled to a one-time, three-year extension. Members who have received the extension may only continue on the board by going through the reelection process at the end of their term. These officers make up the Executive Committee. Their duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary, and Treasurer.

The **Vice-Chair** will chair committees on special subjects as designated by the Board, and will assist the Chair.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The **Treasurer** shall work with the Head of School in preparing the annual budget, maintaining proper and appropriate records, and providing financial reports and information to the Board as needed.

Section 10: Vacancies. When a vacancy on the Board exists, nominations for new members may be received by the Secretary from present Board members in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.

Section 11: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 12: Leaves of Absence. In the event that a Board Member requires a Leave of Absence, please refer to the Board Policy on Leaves of Absence.

## ***Article VI: Role of the Board***

Section 1: The primary responsibility of the Board of Directors is to oversee that the School operates according to the Mission Statement.

Section 2: Board members are stewards. They guard the school's human, physical and financial resources. The Board reviews and maintains bylaws, and establishes policies and plans consistent with the mission.

Section 3: Board members are cheerleaders. They embrace the school's mission, promote the school in the larger community, and support the school's development efforts.

Section 4: Board members are visionaries. They must see their school's current reality with clarity; deeply understand its mission and potential; and think toward the future. They must try to see the school as a whole (even as their vision is informed by their particular experience of the school) and understand it in a larger context. They must not allow personal agendas factor into decisions that affect the functioning and planning of the school as a whole.

Section 5: Board members are active planners. They must create a strategic plan, and use it as a living document to keep them focused on goals.

Section 6: Board members are able collaborators. They work extensively with each other, with committee members from across the school community, and especially with the Head of School, whom they hire, evaluate and support. The Board organizes and manages itself to fulfill its duties to the school. Authority is vested in the Board as a whole, and each Board member must support the decisions of the Board and respect confidentiality.

Section 7: The Board evaluates itself annually and establishes goals for the following year. The Board keeps full and accurate records of its meetings, committees, and policies. The Board works to ensure all its members are actively involved in the work of the Board and its committees. The composition of the Board reflects a balance of expertise and perspectives needed to achieve the mission of the school. The Board develops itself through new member orientation, ongoing education, and leadership succession planning. The Board assures compliance with applicable laws and regulations and minimizes exposure to legal action.

Section 8: Board members maintain confidentiality. In areas that are sensitive in nature and otherwise not public knowledge (i.e. teacher's salaries, discipline issues with a child that are brought to the board's attention) and therefore are discussed in small group or closed sessions, board members are charged with maintaining confidentiality of this information and only sharing it with persons for which it is relevant.

## ***Article VII: Role of the Head of School***

Section 1: The Head of School is responsible for the day-to-day operations of the school. Areas of responsibility include: faculty and staff, communication with school community, finances, building and grounds, recruitment of new students, and general administrative duties.

Section 2: The Head of School is responsible for hiring and terminating faculty and staff as well as providing supervision in the classroom, and resolving conflicts with members of the community.

## ***Article VIII: Committees***

Section 1: Most of the Board's work is done by committee. Committees explore issues and develop recommendations for consideration and action by the Board.

Section 2: The Board may create committees as needed. There shall be three standing committees - Executive, Finance, and Personnel Committees. Committee chairs must be members of the Board. Committee members do not have to be voting members of the Board, but must be composed of members of the school community.

Section 3: **Executive Committee.** The four officers serve as the members of the Executive Committee.

Section 4: **Finance Committee.** The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and the annual budget with the Head and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be July 1 to June 30. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Corporation are public information and shall be made available to the membership, Board members and the public.

Section 5: **Personnel Committee and Hiring Policy.** The Board as a whole is responsible for hiring the Head of School. The Head of School is responsible for hiring and supervising other staff. The Personnel Committee is responsible for developing a personnel policy. This committee is also responsible for annual Board elections.

## ***Article IX: Amendments***

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

## **Pinewoods Montessori School Corporation**

### **Amendments to Bylaws**

1. Board Size and Make Up: Change language from: “The Board of Directors shall have nine members.” to “The Board shall be composed of a range of 9-13 members, with a requirement that there be an odd number of members.” (amended July 14, 2008).
2. Board Size and Make Up: The addition of the language: The Board shall have the authority to appoint a consultant as a voting or non-voting position on the board. (amended November 14, 2008).
3. Article IV, Section 1: Change language to reflect the purpose of meetings to include the provision of the annual report to community members and have annual review of previous and future strategic plans for the school. (amended March 5, 2013)
4. Article IV, Section 2: The Board of Directors shall meeting monthly on the first Tuesday of each month. (amended March 5, 2013)
5. Article V, Section 4: Clarify process for nominations to state the Personnel Committee shall place a call for nominations from the parent community and community at large. (amended March 5, 2013)
6. Article VI, section 4: Addition of the following language: They must not allow personal agendas factor into decisions that affect the functioning and planning of the school as a whole. (amended March 5, 2013)
7. Article IV, Section 8: Addition of this section, with language that states: Board members maintain confidentiality. In areas that are sensitive in nature and otherwise not public knowledge (i.e. teacher’s salaries, discipline issues with a child that are brought to the board’s attention) and therefore are discussed in small group or closed sessions, board members are charged with maintaining confidentiality of this information and only sharing it with persons for which it is relevant. (amended March 5, 2013)
8. Article VIII, Section 2: Change from four to three standing committees. (amended March 5, 2013)
9. Article IV, Section 1: Change Annual Meeting from February to March. (amended March 20, 2013).
10. Header: Logo Updated to current Pinewoods Logo (amended August 6th, 2017)
11. Article IV, Section 2: The Board of Directors shall meet monthly on the first Thursday of each month (amended August 6<sup>th</sup>, 2017)
12. Article V, Section 3: Up to ten board members shall be elected annually (amended August 6<sup>th</sup>, 2017 to match the number of board positions available)
13. Article V, Section 4: Shall be identified at the February Board Meeting (amended August 6<sup>th</sup>, 2017 to replace Annual with Board)
14. Article V, Section 11: A board member may be dropped (amended August 6<sup>th</sup>, 2017 to replace “shall” with “may”)
15. Article 5, Section 2: Change from: Board Size and Make Up: The Board shall be composed of a range of 9-13 members, with a requirement that there be an odd number of members. The Head of School and one lead teacher shall be voting members. One at-large position will be available to a town constituent/non student-affiliated individual. The remainder of the Board should be composed of members of the school community. The Board shall have the authority to appoint a consultant as a voting or non-voting position on the board.



16. Article V, Section 6 - amended to reflect a change from two to three year terms, to mandate 1 year off after six years of service, and to allow for the removal of a parent board member if they no longer have a child attending the school (amended April 22, 2019)
17. Article V, Section 9 - updated to specify that the Chair may not be an employee or relative of an employee (amended April 22, 2019)
18. Article V, Section 2 - added: In addition to the Head of School and the Teacher Representative, a maximum of one person receiving - directly or indirectly - compensation from the school may be eligible to serve on the Board. (amended April 22, 2019)
19. Article V, Section 3 - added the word "scheduled" to this sentence: "Members of the Board of Directors shall vote to fill vacancies on the Board during the year, between scheduled elections" for clarification purposes. Added subsections (a) and (b) to address concerns related to the covid-19 pandemic (Original unanimous vote April 9, 2020. Language formally adopted October 1, 2020)
20. Article IV, Section 2: Change regularly scheduled Board meetings from the first Thursday of the month to the second Tuesday of the month (amended November 10, 2020)
21. Article V, Section 2: Amended to allow eligible staff member, not just a lead teacher, to serve on the Board and amended it to comply with a new Conflict of Interest policy (amended December 8, 2020)
22. Article V, Section 4: Procedure for selecting a staff representative outlined (added December 8, 2020)
23. Article V, Section 12: Added to address Leaves of Absence for Board Members. (January 12, 2021)