

BYLAWS OF METROPOLITAN MONTESSORI SCHOOL

Approved September 13, 2011

Amended February 10, 2014

ARTICLE I

NAME, OFFICE AND PURPOSE

Section 1.1 Name. The name of the educational corporation ("Corporation") shall be Metropolitan Montessori School ("School").

Section 1.2 Principal Office. The principal office of the Corporation and the School shall be located in the city, county and state of New York.

Section 1.3 Purpose. The School is a non-sectarian coeducational Montessori day school serving students from preschool through sixth grade. The School is dedicated to providing an enriching and challenging educational environment where each child is encouraged to grow to his/her fullest potential academically, emotionally, and socially.

ARTICLE II

DEFINITIONS

Section 2.1 Parent and Parents. "Parent" and "parents" as used herein shall mean a person or persons in whose lawful custody and control a child or children enrolled in and attending the School may, from time to time, be.

Section 2.2 Staff and Staff Member. "Staff" or "staff member" as used herein shall mean any full-time employee of the School.

ARTICLE III

MEMBERS

The Corporation shall have no members; the Board of Trustees directs the governance of the Corporation.

ARTICLE IV

COMPOSITION AND SELECTION OF THE BOARD OF TRUSTEES

Section 4.1 General Powers. Except as provided hereinafter, the business and affairs of the School shall be controlled by a Board of Trustees ("Board"). The Board shall have all necessary powers to manage the activities, property and affairs of the School except as otherwise provided by law or by these Bylaws. The Board's primary duties include promoting the mission, best interests, and long-term goals of the School. Without limiting the foregoing, the Board's responsibilities include (1) affirming the School's vision, mission, values and purpose;

(2) selecting the Head of School; (3) supporting the Head of School and assessing his/her performance; (4) ensuring effective organization planning and succession; (5) ensuring adequate resources and being engaged in supporting and promoting philanthropic support of the School; (6) exercising fiduciary responsibility and oversight; (7) monitoring, and strengthening the School's programs and services; (8) enhancing the School's public standing and visibility; (9) ensuring legal and ethical integrity and maintaining accountability; and (10) recruiting and orienting new board members and assessing board performance.

Section 4.2 Number of Trustees. The Board shall consist of no fewer than ten nor more than twenty-five members, as the Board may from time to time determine.

Section 4.3 Elected Trustees. All nominations for Elected Trustees shall be presented to the Board for election by the Trustee Committee. Elected Trustees are included among the number of Trustees set forth in Paragraph 4.2 above and have voting rights.

Section 4.4 Non-Elected Trustees. The Head of School, who shall serve *ex officio* (by virtue of the authority implied in the office), shall serve as a Non-Elected Trustee. The Head of School shall be included among the number of Trustees set forth in Paragraph 4.2 above and shall have voting rights and count for purposes of establishing a quorum. The Board may, from time to time, appoint any number of Honorary Trustees. Honorary Trustees shall be permitted to attend Board meetings, but may not vote, do not count for purposes of establishing a quorum, and shall not be included among the number of Trustees set forth in Paragraph 4.2.

Section 4.5 Term of Office. Trustees shall assume office on July 1 following their election, unless the Board designates otherwise. The term of office of an Elected Trustee shall be two years. Elected Trustees may serve a maximum of three consecutive terms on the Board, unless the Board designates otherwise.

Section 4.6 Compensation. Elected Trustees shall not be compensated for their services.

Section 4.7 Resignation. Any Trustee may resign at any time. Such resignation shall be in writing and shall take effect either upon receipt of notice of resignation, or at another time mutually agreed upon by the Trustee and the Board.

Section 4.8 Removal. If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Trustees, he/she shall be deemed to have resigned. Any Trustee may be removed or suspended at any time for misconduct, incapacity, or neglect of duty. Such removal or suspension requires a truthful written complaint submitted by a Trustee, one week's prior written notice of the proposed action to the accused and to each Trustee, and an affirmative vote of a majority of the entire Board.

Section 4.9 Vacancies. The office of any Trustee shall become vacant on his/her death, resignation, refusal to act, removal from office, expiration of his/her term, or any other cause specified in the School's charter. Any Trustee appointed to fill a vacancy shall be appointed to serve until the next appointment of Trustees in the regular course of business, and until his/her successor has been appointed and qualified. In the event the office of Head of School shall be vacant, the Head of School's seat on the Board shall remain vacant until a new

Head of School is appointed. For purposes of this provision, a new Head of School shall include any interim Head of School that may be appointed by the Board of Trustees.

ARTICLE V

MEETINGS AND LOGISTICS

Section 5.1 Regular Board Meetings. Regular meetings of the Board in each school year shall be held on such dates and at such locations as the Trustees shall determine. The Annual Meeting of the Trustees shall be held in the spring of each school year.

Section 5.2 Special Board Meetings. Additional meetings of the Trustees, for any purpose or purposes, shall be called by the Chairperson of the Board at his/her discretion or upon receipt of a request for a meeting from the Head of School, or from any three Trustees.

Section 5.3 Notice of Board Meetings. Notice of all meetings shall be served personally or by mail upon each Trustee not less than five (5) nor more than ten (10) days before the meeting and shall be directed to each Trustee at his/her address as it shall appear on the records of the school. In the alternative, notice shall be served by electronic mail to each Trustee at his/her last email address on the school's records at least five (5) days prior to the date of the meeting. Any action that may be taken at any regular or special Board meeting may be taken at a meeting of Trustees without notice and without the lapse of any period of time if notice is waived in writing by every Elected Trustee of the School.

Section 5.4 Attendance at Meetings by Others. The Board may, from time to time, grant school staff, students, parents, and other third parties permission to attend Board meetings. Such permission shall be at the sole discretion of the Executive Committee of the Board.

Section 5.5 Executive Session. The Elected Trustees may, upon a motion identifying the general area or areas of the subject or subjects to be considered, and upon a majority vote thereof, enter into Executive Session. Executive Session may exclude the Non-Elected Trustee and shall exclude all other Honorary Trustees and third parties.

Section 5.6 Quorum. A majority of the Trustees shall constitute a quorum for the transaction of all business. The vote of a majority of the Trustees present in person or by telephone at the time of a vote, if a quorum is present at such time, shall be the act of the Board. However, assuming a quorum is present, a vote of 2/3 of the Trustees present in person or by telephone at the time of a vote shall be required for the hiring and firing of the Head of School.

Section 5.7 Annual General Meeting. There shall be an Annual General Meeting ("AGM") in the spring of each year of parents and staff members at the School or at such other place in New York City as the Trustees shall designate in the notice calling the meeting.

Section 5.8 Notice of the Annual General Meeting. Notice of the AGM shall be posted in the school calendar, and shall be served by electronic mail to all parents and staff at

the last email address of such parents and staff on the school's records at least seven (7) days prior to the date of the meeting.

ARTICLE VI

OFFICERS OF THE CORPORATION

Section 6.1 Officers and Term. The Officers of the corporation shall consist of a Chairperson, a Vice Chairperson, a Treasurer, a Secretary and such additional assistants to any of the foregoing or other officers as may be elected by the Board. The term for each officer is for the lesser of two years or the remainder of the officer's current term on the Board. The candidates will be presented for approval at the final Board meeting of the year of which the in-force term expires. If there are vacancies during the interim, the Board will approve an interim officer until the next term cycle commences. The Chairperson, Vice Chairperson, Treasurer and Secretary shall be members of the Board, but the other officers need not be. Except for the Chairperson and Secretary, Officers may hold more than one office simultaneously.

Section 6.2 Powers and Duties of Officers.

(a) Chairperson ("Chair"). The Chair shall preside at all meetings of the Board, shall have the right to vote, shall support all committees, shall provide an annual charge to each committee and shall have such other powers and duties as are incident to the office of the Chair. The Chair of the Board shall be a member of the Executive Committee and shall be either a voting or an *ex officio* member of all committees of the Board. The Chair of the Board shall collaborate with the Head of School to prepare Board meeting agendas, preside at Board meetings, appoint committees and committee chairpersons, sign official documents requiring signature, and may represent the Board in public and official capacities as instructed by the Board. The chairperson will also:

- chair the Executive Committee.
- act as liaison between Board and the Head of School.
- encourage the Board to do long-range planning.
- assist Board members to build their Board skills.
- act to discipline Board members who violate ethical standards of the Board.
- encourage all Board members to participate in Board activities.
- ensure that all Board members' views are represented in Board meetings.

(b) Vice Chairperson ("Vice Chair"). The Vice Chair shall have such powers and shall perform such duties as may be assigned by the Chair or the Executive

Committee. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall also otherwise perform all duties incident to the office of Vice Chair. The Vice Chair shall be a member of the Executive Committee.

(c) Treasurer. The Treasurer shall be responsible for carrying out the mandates of the Board and its Finance Committee in overseeing the financial affairs of the school. The Treasurer shall, with the assistance of the Head of School and the Finance Committee, monitor all accounts and records and shall direct the preparation of the annual financial statements. The Treasurer shall oversee the custody of the funds and securities of the school, and shall render a periodic accounting of the financial condition of the school to the Board. The Treasurer shall also otherwise perform all duties incident to the office of the Treasurer. The Treasurer shall be a member of the Executive Committee.

(d) Secretary. The Secretary shall keep the minutes of the meetings of the Board and see that all required notices of meetings and other Board action are given in a timely and appropriate manner. The Secretary shall otherwise perform all duties incident to the office of the Secretary. The Secretary shall be a member of the Executive Committee.

Section 6.3 Removal or Resignation. Any Officer may be removed or suspended or may resign in accordance with the provisions of Sections 4.7 and 4.8.

ARTICLE VII

COMMITTEES

Section 7.1 Executive Committee. An Executive Committee, consisting of the Officers of the school and the Head of School, and such others as the Board deems appropriate, shall be responsible for coordinating policy recommendations to the Board and performing other duties as may be required to fulfill the obligations of the corporation in the interim periods between Board meetings. The Executive Committee may exercise, between meetings of the Board, all powers and duties of the Board, except for the following: the power to adopt, amend, or repeal the Bylaws; the filling of vacancies on the Board; the removal of any Officer; or any other action contrary to or a substantial departure from the strategic direction of the school as established by the Board. The Executive Committee shall meet on the call of the Chair or by instruction of the Board. The Executive Committee shall keep regular minutes of its proceedings. All decisions and actions of the Executive Committee shall be reported to the Board at the next Board meeting following such actions. The Executive Committee, by majority vote, shall create such committees or subcommittees from time to time as may be determined in its discretion and shall appoint chairpersons to superintend and report upon the activities of these committees.

Section 7.2 Other Committees. Without limiting the generality of the foregoing, committees of the Board other than the Executive Committee may include an Audit Committee, Development Committee, Diversity Committee, Finance Committee, Governance Committee, Trustee Committee, Head Support and Evaluation Committee, and any other

committees that the Board in its sole discretion deems advisable to the oversight of the School. Such committees may consist of Trustees, parents, staff members and other persons, subject to the charters and membership criteria of such committees. The Executive Committee shall appoint the chair of each committee. Any parent or school employee may be appointed to serve on any committee, subject to the discretion of the Committee Chair, the Executive Committee of the Board, and, where the Head of School is a member of the committee, the Head of School. Other committees may make recommendations to the Executive Committee or Board but do not have the power to make binding policy decisions or spend or allocate school funds without first obtaining approval from the Board or Executive Committee.

Section 7.3 Voting. The Chair of the Board shall be a voting member of all committees, and the Head of School shall be a voting member of all committees other than the Audit Committee and the Executive Committee when reviewing the performance of the Head of School.

Section 7.4 Duties. Each committee shall review, discuss and make recommendations to the Board relating to matters properly before such committee, and shall perform the duties designated by the Board. Unless expressly authorized by the Board, no committee shall act on behalf of the Board.

ARTICLE VIII

OFFICERS OF THE SCHOOL

Section 8.1 Head of School. The Head of School shall be responsible, and accountable to the Board, for the operation of the School. The Head of School shall be the chief executive and chief administrative officer of the School and shall carry out the policies established by the Board. S/he shall be an *ex officio* voting member of the Board. Without limiting the generality of the foregoing and subject to review by the Board, the Head of School shall have general supervision over the academic and administrative operations of the School; direct and prescribe the course of study and discipline to be observed therein; have supervision and control over the employment and dismissal of all staff, both academic and administrative, of the School, and prescribe their duties and salaries; and prepare and submit annually to the Board for approval a proposed budget for the operation of the School for the next succeeding fiscal year.

Section 8.2 Other Officers. The Board may provide for and select or confirm such other officers of the School as it may deem desirable and may specify their duties.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person, or such person's testator, testatrix or intestate, is or was a Trustee or officer of the corporation, to the fullest extent permitted by law. The Corporation may indemnify any person

made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person, or such person's testator, testatrix or intestate, is or was an employee or agent of the Corporation, or served at another corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity at the request of the corporation, to the fullest extent permitted by law. The Corporation shall, to the fullest extent permitted by law, advance to the indemnitee reasonable and appropriate expenses related to the action or proceeding that is subject to this Article IX. The Corporation shall in addition purchase and maintain indemnity insurance to the fullest extent permitted by law.

ARTICLE X

CONFLICT OF INTEREST AND CONFIDENTIALITY

Section 10.1 Conflict of Interest. The Board affirms that each Trustee has the obligation to exercise his or her authority and to carry out the duties of his or her position or positions for the sole benefit of the School. Trustees should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the School or may impair their independent unbiased judgment. When an existing or potential conflict of interest exists, it is the responsibility of the Trustee involved or any other person with knowledge of such conflict to notify the Board of the circumstances resulting in the potential conflict as soon as possible, so that the Board can provide such guidance and take such action as it deems appropriate. Areas of potential conflict of interest include, but are not limited to, financial interest, inside information, gifts and favors, or involvement of a family member (spouse, child, in-law, sibling, or other close relative) with the business, finances or other operations of the School or decisions of the Board. The Board shall adopt a written policy on conflicts of interest with which each Trustee shall be required to comply.

Section 10.2 Confidentiality. Each Trustee and committee member, by virtue of his or her office, may have access to confidential information regarding the School and its employees, agents, operations, finances, or business dealings. To best protect the interests of the School, the Board shall adopt a written policy on conflicts of interest that shall include a policy regarding confidentiality.

ARTICLE XI

PARENTS ASSOCIATION

Section 11.1 Purpose. The purpose of the Parents Association is to familiarize parents with the nature and philosophy of the School; to involve parents in the education of their children; to promote School enrichment and community spirit; to provide an avenue for social contact among parents; and to fulfill any other goals tending to enrich the school experience, including, but not limited to, fundraising. Toward these ends, an active Parents Association is regarded as an essential element in the structure of the School.

Section 11.2 Creation of the Parents Association. The Head of School shall appoint the Chairperson of the Parents Association. The Parents Association shall function

independently of the Board and may undertake such activities as it deems fit in coordination with the Head of School and staff.

Section 11.3 Membership. All parents of children enrolled in and attending the School are deemed to be members of the Parents Association.

Section 11.4 Structure and Officers. The Parents Association shall be governed by a Chairperson and such other officers as the Head of School may from time to time deem appropriate. All members of the parent body are eligible to serve as officers. All meetings of the Parents Association and its committees shall be open to all members of the parent body.

Section 11.5 Relation to the Board. The Chairperson of the Parents Association may not be a member of the Board. It is expected that committees of the Parents Association shall coordinate their activities as closely as possible with appropriate committees of the Board where such committees exist.

ARTICLE XII

NONDISCRIMINATION POLICY

Metropolitan Montessori School admits students of any race, color, national or ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. The school does not discriminate on the basis of race, color, sex, sexual orientation, physical disability or national or ethnic origin in the administration of its education or admissions policies, hiring practices, scholarship programs or other school-administered programs.

ARTICLE XIII

CONTRACTS AND FISCAL MATTERS

Section 13.1 Contracts. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Section 13.2 Checks, Notes, Drafts, etc. All checks or demands for money or notes of the corporation shall be signed by such officer, officers, person, or persons as the Board or the Executive Committee may from time to time designate.

Section 13.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 13.4 Books and Records. The corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board.

Section 13.5 Fiscal Year. The fiscal year of the school shall begin on the first day of July in each year and end on the last day of June in the succeeding year.

ARTICLE XIV

GENERAL PROVISIONS

Section 14.1 Standard of Care. Each Trustee and officer of the school shall discharge his/her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Trustee or officer believes to be in the best interest of the school.

Section 14.2 Amendment of Bylaws. These Bylaws may be amended, altered or repealed by a vote of a majority of the entire Board; provided, however, that no rule by which more than a majority vote shall be required for any specified action by the Trustees shall be amended, suspended or repealed by a smaller vote than that required for action thereunder.