

Bylaws of Rock Prairie Montessori, Inc.

Adopted: June 1994
Amended: October 1998, November 1998,
December 1998, May 1999, August 1999, February 2001,
October 2001, March 2002, November 2002, January 2003,
December 2003, May 2004, May 2010, and May 2019

Article I. Name and Corporation

1.01 Name. The name of this Corporation shall be Rock Prairie Montessori, Inc.

1.02 Organization. This Corporation has been formed under the laws of the State of Wisconsin, as contained in chapter 181 of the Wisconsin Statutes, entitled Without Stock and Not For Profit.

Article II. Purposes

2.01 Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes; to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. In furtherance of the above purposes, the Corporation's purposes shall include: (1) To operate a Child Development Center and School for children in accordance with the Montessori method; (2) To encourage the development of every child to his or her maximum potential; and (3) To aid parents in the education of their children by involving them in the School.

2.02 Limitation. This Corporation is formed exclusively for charitable and educational purposes and shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Sections 501(a) and 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Article III. Offices

3.01 Office. The principal office of this Corporation in the State of Wisconsin shall be located in Janesville, Rock County, Wisconsin. The Corporation may have such other

offices within the State of Wisconsin as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

3.02 Registered Agent. The Corporation shall have and continuously maintain within the State of Wisconsin a registered office and agent, which registered office and agent shall be designated by the Board of Trustees.

3.03 Changes. Any changes in the registered office or agent shall be accomplished in compliance with the Wisconsin Non-Profit Corporation Act.

Article IV. Members

4.01 Membership. The membership of the Corporation is composed of all custodial parents or legal guardians of children enrolled in the School.

4.02 Voting. Each family shall have one vote on any measure as to which members have voting rights. The person casting the vote for his or her family is the “voting member”. Voting by proxy will be allowed when such procedure has been announced by the Corporation at least five days in advance of the vote by the Board of Trustees. Proxy votes will be in writing and signed by the voting member authorizing the proxy.

Article V. Meetings of Members

5.01 Annual Meetings. An annual meeting may be held prior to the end of the school year during the month of May, or within the current fiscal year to communicate with the community and/or for the purpose of electing new Trustees for the coming year or if for vote at a prior meeting. People interested in applying to be a trustee may apply at any time and will be considered by the governance committee and board of trustees.

5.02 Special Meetings. Special meetings may be called by the Board Chair, by a majority vote of the Board of Trustees.

5.03 Notice. Notice of the Annual Meeting shall be given at least five days prior to the meeting by posting at the entrance to the school and/or by email, telephone, or facsimile, to the email address or telephone number of each member on file with the Corporation.

5.04 Quorum. A quorum for any meeting of the members shall be no less than forty percent (40 %) of the voting members of the Corporation as defined by Article IV. Proxy votes shall be counted for the purposes of a quorum.

5.05 Voting. A majority vote of voting members shall decide all questions presented to the members.

5.06 Parliamentary Rules. All meetings of the members shall be conducted in an open, orderly and fair manner and Robert's Rules of Order, as revised, shall apply to all deliberations.

5.07 Matters Upon Which Members Shall Vote. The following matters shall be voted upon by the members: (1) changes in Articles IV, V and VI; and (2) dissolution of the Corporation.

Article VI. Board of Trustees

6.01 General Powers. The affairs of the Corporation shall be managed by its Board of Trustees who shall have full power and authority to act on behalf of the Corporation except as specifically stated in the Articles of Incorporation and in these Bylaws.

6.02 Duties and Responsibilities. The Board of Trustees shall have the duty and responsibility to govern the School in a manner consistent with all applicable laws, the Montessori philosophy and in the best interests of its students, members and staff.

A majority of Trustees shall be custodial parents or legal guardians of a child enrolled in the School. Any Trustee whose status changes from member to nonmember may request to continue to serve on the Board. This provision shall not apply to the Head of School.

The Head of School shall be a Trustee. The Head of School shall be the only Trustee employed by the School.

6.04 Election and Terms. The Board of Trustees shall consist of no less than five (5) and no more than nine (9) voting members. Trustees are to be elected for three-year terms at annual meetings of the members of the Corporation. No Trustee shall serve more than two consecutive terms. The provisions of this section shall not apply to the Head of School.

6.05 Vacancies and Removal. Vacancies occurring on the Board of Trustees shall be filled by the remaining Trustees by election from a slate of nominees presented by the Governance Committee. Each person so elected shall serve the remainder of the term of the Trustee being replaced. Any Trustee who is absent from two unexcused meetings during one year may be regarded as having resigned from the Board. Any Trustee whose actions are deemed to be inimical to the purposes of the Corporation may be removed by a three-quarters vote of the entire Board of Trustees. The provisions of this section shall not apply to the Head of School.

6.06 Compensation. Trustees shall not be compensated for their service. The Board of Trustees may approve repayment for any expenses incurred by a Trustee in connection with the performance of his or her duties.

Article VII. Meetings of the Board of Trustees

7.01 Annual Meeting. An annual meeting of the Board of Directors shall be held no more than two months after the annual meeting of the members of the Corporation.

7.02 Regular Meetings. The Board of Trustees shall meet at least six to nine times per year. The meetings shall be as described and governed by these by-laws and the Board Handbook. Meetings may be attended electronically. Trustees may vote electronically.

7.03 Special Meetings. Special meetings of the Board of Trustees may be called at the request of the Board Chair or any two Trustees.

7.04 Notice. The time and place of the next regular Board Meeting is usually established and announced at the prior meeting and posted in the minutes of the prior meeting. Reminders of the time and place of the next meeting are provided by email sent to each Trustees email address on file with the Secretary. Special Board Meetings may be called by the Board Chair or any two Trustees. Notice of this meeting shall take place five days before the meeting and shall be in the same manner as notice to members for Special Meetings in 5.03

7.05 Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting, including via electronic participation. If less than a majority of the Trustees is present at a meeting, a majority of the Trustees present may adjourn the meeting. Proxies and absentee ballots are prohibited.

7.06 Manner of Acting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these Bylaws.

7.07 Informal Acts by Trustees. Action taken by the Trustees without a meeting is nevertheless Board action if written consent to the action is signed by a majority of Trustees, each of whom participates and indicates approval of the proposed action in telephone conversations or exchanges of electronic mail or faxes between Trustees in which the action is discussed, and if such consent is filed with the minutes of the Board's proceedings at its next meeting.

Article VIII. Officers

8.01 Officers. The standing officers of the Corporation shall be the Board Chair, Chair - elect, Secretary, and Treasurer and shall be as described and governed by the Board Handbook.

Article IX. Standing Committees and Task Forces

9.01 Committees. The standing committees and task forces shall be as structured and governed by the Board Handbook.

Article X. Head of School

10.01 Responsibilities of the Head of School. The Head of School shall have the duty and responsibility to operate the School in a manner consistent with corporate policy, all applicable laws, the Montessori philosophy and in the best interests of its students, members and staff. Other responsibilities of the Head of School shall be as described in the Personnel Policy and Procedures Handbook.

10.02 Annual Evaluation. The Board of Trustees shall conduct an annual evaluation of the performance of the Head of School during closed session, in the absence of all subordinates.

10.03 Disciplinary Action. At least ten days prior to taking any disciplinary action against the Head of School, the Board of Trustees shall furnish to the Head of School a written statement setting forth the specific acts or omissions that are the reasons for the disciplinary action. Disciplinary action shall include: discharge, suspension or reduction in pay or position. This written statement shall be kept on file.

Article XI. Contracts, Checks, Deposits and Funds

11.01 Contracts. In addition to the authority granted to officers by these Bylaws in Article VIII, the Board of Trustees may authorize in writing any officer, officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; however, such authority shall be confined to a single instance.

11.02 Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by persons so authorized by written resolution of the Board of Trustees.

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

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

11.05 Unbudgeted expenditures. Any unbudgeted, non-emergency expenditure in the amount of \$ 2000.00 or more requires prior approval of the Board of Trustees by vote.

Article XII. Fiscal Year

12.01 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August of the next year.

Article XIII. Waiver of Notice

13.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Wisconsin or under the provisions of the Article of Incorporation or the Bylaws of the Corporation, a waiver of the notice, signed by the person or persons entitled to such notice whether before or after the time stated herein, shall be deemed to be equivalent to the giving of such notice.

Article XIV. Amendments to Bylaws

14.01 Amendments. Except as already set forth in 5.07, these Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the Trustees present at any regular meeting or any special meeting. No change in these Bylaws shall be effective at the meeting in which it is passed.

Article XV. Nondiscriminatory Policy

15.01 Nondiscrimination. The Rock Prairie Montessori School shall admit students of any racial or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the School. Further, the School shall not discriminate on the basis of racial or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other School-administered programs.

Article XVI. Indemnification

The corporation shall indemnify its officers, trustees, employees, and agents to the fullest extent possible under the provisions of the applicable Wisconsin law, as it may be amended from time to time.

The corporation may purchase liability insurance coverage for any person serving as an officer, trustee, employee or agent to the extent permitted by applicable Wisconsin law.