

# **Bylaws of Brixham Montessori Friends School**

## **Article I- Statement of Purpose**

### **Section 1. Statement of Purpose**

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all the things herein mentioned, as fully and the same extent as natural persons might or could do, and in any part of the world, vis:

This is a non-stock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the general corporation law of the State of Maine.

Said corporation is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The goal of the school is:

To provide an affordable, high-quality toddler, preschool and elementary program for children ages two to ten years, based on the philosophy and teaching methods of Maria Montessori. At Brixham Montessori Friends School, teachers and parents will work as partners to meet the needs of the whole child, honoring each child's individuality, creativity, and intellectual potential through enriched Montessori programs.

## **Article II- Offices**

### **Section 1. Principal Office**

The principal office of the corporation shall be in the town of York, County of York, State of Maine.

### **Section 2. Other Offices**

The corporation may also have other offices at such places within or without the State of Maine as the Board of Directors may from time to time determine or the activities of the corporation may require.

### **Section 3. Registered Office**

The registered office of the corporation shall be established and maintained at the offices of Ballou and Bedell, 408 U.S. Route One, Second Floor, York, Maine 03909.

## **Article III- Meeting of Members**

Reserved for future use

## **Article IV- Board of Directors**

### **Section 1. Number and Term**

The number of Directors shall be five, or no fewer than required by law. The Directors shall be appointed at the annual meeting of the Board of Directors then serving in office shall and each Director shall be appointed to serve until his successor is appointed.

### **Section 2. Resignations**

Any Director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Head of School or Secretary. The acceptance of a resignation shall not be necessary to make it effective.

### **Section 3. Vacancies**

If the office of any Director, member of a committee or other officer becomes vacant, the remaining Directors in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the un-expired term and until his successor shall be duly appointed.

### **Section 4. Indemnification**

Reference is made to the laws of the State of Maine. The corporation shall indemnify each director and officer of the corporation who may be indemnified pursuant to the laws of the State of Maine to the fullest extent permitted thereby, including advancing expenses incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding. The Directors and officers of the corporation shall not be liable to the corporation except for their own individual willful misconduct or actions taken in bad faith. The Board of Directors may purchase insurance for acts performed by the Directors and officers, or others, in service to the corporation, its Directors, officers, employees, and other agents. The Board of Directors shall in its sole discretion, set the limits of such coverage, including who shall benefit from such coverage, the events covered, and the amounts of coverage.

### **Section 5. Removal**

Any Director or Directors may be removed with or without cause at any time by the affirmative vote of the-majority of the Board of Directors and the vacancies thus created can be filled, at the meeting held for the purpose of removal, by the affirmative vote of the majority of the Board of Directors.

## **Section 6. Increase in Number**

The number of Directors may be increased to nine by amendment of the Bylaws by the affirmative vote of the majority of the Directors, at the annual meeting or at a special meeting called for that purpose; the appointment of additional Directors may be chosen at such meeting to hold office until the next annual meeting and until their successors are appointed and qualify.

## **Section 7. Compensation**

Directors shall not receive any stated salary for their services as Directors or as members of the committees. Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity as an officer, agent or otherwise, and receiving compensation thereof, except that no one on the faculty of the school shall serve as Director.

## **Section 8. Action without Meeting**

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, or of such committee as the case may be, and such written consent is filed with the minutes of the proceeding of the Board or committee.

# **Article V Officers**

## **Section 1. Officers**

The officers of the corporation shall consist of a Chair, a Vice-Chair, a Treasurer, and a Secretary, and shall be appointed by the Board of Directors and shall hold office until their successors are appointed and qualified. The officers shall be appointed at the first meeting of the Board of Directors after each annual meeting. More than two offices may be held by the same person, except the offices of Chair and Secretary unless there is only one member.

## **Section 2. Chairman**

The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors, and he or she shall have and perform such duties as from time to time may be assigned to him or her by the Board of Directors.

## **Section 3. Head of School**

The Administrator of the school shall serve as the Head of School and as a non-voting member of the Board of Directors. The Head of the School shall be the Chief Executive Officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. He or she shall preside at all meetings, and in the absence of the Chairman or Vice-Chairman of the

Board of Directors, and shall have the general supervision, direction and control of the affairs of the corporation. Except as the Board of Directors shall authorize the execution thereof in some manner, he or she shall execute bonds, mortgages, and other contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so fixed the shall be attested by the signature of the Secretary or Treasurer.

The Head of School shall, as necessary from time to time, submit to the Board of Directors for its review and approval recommendations regarding staffing needs, staff salary structure, changes in location and size of the school, capital improvements, and any such management issues that may arise.

#### **Section 4. Vice-Chairman**

The Vice-Chairman shall have such powers and shall perform such duties as shall be assigned to him by the Board of Directors.

#### **Section 5. Treasurer**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He or she shall direct and oversee the deposit of all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall direct the disbursement of funds of the corporation as may be ordered by the Board of Directors, or the Head of School, taking proper vouchers for such disbursements. He or she shall render to the Head of School or the Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as Treasurer and the financial condition of the corporation. The Treasurer shall distribute to the Board on a quarterly basis (to correspond with the corporation's fiscal quarters): a Profit and Loss Statement, a Statement of Budget versus Actuals, and a Statement of Cash Flows. In addition, the Treasurer will present an annual Operating Budget for the next Fiscal Year based on actual enrollment as of that date to be approved by the Board by the end of the current Fiscal Year. If required by the Board of Directors, he or she shall give the corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe.

#### **Section 6. Secretary**

The Secretary shall give, or cause to be given, notice of all meetings of Directors, and all other notices required by law or by these Bylaws, and in case of his or her absence, or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Head of School, or by the Directors, upon whose requisition the meeting is called as provided by these Bylaws. He or she shall record all the proceedings of the meetings of the corporation and of Directors in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the Directors or the Head of School or attest the same.

## **Article VI Committee Structures**

### **Section 1. Standing Committees**

Standing Committees are ways in which the Board of Directors manages and carries out the work of the corporation as defined by its strategic vision. Standing Committees typically meet monthly and report to the Board recommendations or summaries of its work for the Board of Directors to review and vote upon. The following committees are said to be Standing Committees: Policy and Planning, Finance, Development, and Marketing and Public Relations.

### **Section 2. Task Forces**

Task Forces are ways in which the work of the Board of Directors is accomplished with the goals and objectives defined and determined by the Directors. The following committees are considered to be Task Forces: Building and Grounds and Fundraising. Task Forces meet frequently throughout the school year and include parents of students and members of the Board of Directors who are willing and able to complete the tasks required of the committee.

### **Section 3 Ad Hoc Committees**

Ad Hoc Committees are formed on an as needed basis. These committees typically work on one issue, or immediate need of the corporation. The Board of Directors identifies this need and asks the Head of School to find parents of students and members of the Board of Directors who are willing and able to sit on such a committee. Members are identified through the special areas of interest or expertise of a selected field.

## **Article VII Prohibition of Dividends**

### **Section 1 Prohibition of Dividends**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable as dividends or in any other manner, to its Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the Certificate of Incorporation.

Further, upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall the time qualify as an exempt organization or organizations under Section 501c3 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States law) as the Board of

Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article VIII Corporate Seal**

### **Section 1 Seal**

The corporate seal shall be circular in form and shall contain the name of the corporation, the year of its creation and the words “CORPORATE SEAL OF BRIXHAM MONTESSORI FRIENDS SCHOOL.” Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

## **Article IX Fiscal Year**

### **Section 1. Fiscal Year**

The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

## **Article X Execution of Corporation Instruments**

### **Section 1. Instruments**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be assigned by officer or officers, agent or agents of the corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors.

## **Article XI Execution of Corporation Instruments**

### **Section 1. Notice**

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his or her address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing.

### **Section 2. Waiver of Notice**

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Certificate of Incorporation of the corporation or these

Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed proper notice.

## **Article XII Amendments**

### **Section 1. Amendments**

These Bylaws may be altered and repealed and Bylaws may be made at any annual meeting of the Board of Directors or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the Board of Directors, at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors, if notice thereof is contained in the notice of such special meeting.