

# **The William Holmes McGuffey School Foundation, Inc.**

## **BYLAWS**

### **ARTICLE I: Name and Objectives**

SECTION 1: The name of the organization shall be the William Holmes McGuffey Foundation School, and shall conduct business as the McGuffey Montessori School.

SECTION 2: The purpose of this organization is to operate a school (hereinafter referred to as the School) and to conduct such other educational activities as it deems appropriate for the residents of the Oxford area.

SECTION 3: It shall be the operational policy of this Foundation not to discriminate against any person on the basis of any local, state, or federal protected classes, sexual orientation, or gender identity, including but not limited to admissions and hiring practices.

### **ARTICLE II: Membership**

#### SECTION 1: Members

Voting members of the Foundation are those parents (or other legal guardian hereinafter referred to as the parents) of students currently enrolled in the School, not more than two votes per family, and members of the Board.

#### SECTION 2: Membership Meetings

There shall be at least two regular meetings of the membership during each school year. Both of these meetings may be included as part of a social event sponsored by the school, such as a picnic or potluck supper. One meeting shall be held in the fall in order to acquaint the members with the School and its programs, to give an opportunity to volunteer for service on committees, and to conduct any other business that may come before the membership. The second meeting shall be held in the spring for the purpose of electing new Board members, presenting an annual report of the Foundation, and conducting any other business that may come before the membership. Other meetings may be held at the discretion of the Board of Trustees. At its discretion, the Board of Trustees may call for a membership meeting at any time. Notice of such meetings must be made to the membership at least 14 calendar days in advance.

#### SECTION 3: Voting

Members shall be allowed to vote electronically via e--mail, prior to the voice vote at any scheduled meeting. The Board may, at its discretion, ask for an exclusively electronic vote on a particular item, so long as the issue is adequately explained, and notice is given, at least 14 calendar days prior to the deadline for voting.

### **ARTICLE III: Board of Trustees**

#### SECTION 1: Composition of the Board of Trustees

The Board of Trustees of the Foundation will consist of between 6 and 9 parent members who are elected by the voting members of the Foundation. At its discretion, the Board may appoint one or two non-parent members. Potential members for the Board shall be nominated or appointed (as stipulated above) by the Board from a pool of parents, past parents, grandparents, alumni, patrons, and community members. No salaried employee of the School may serve on the Board. The head of school is an ex-officio, non-voting member of the Board.

The officers of the Board will consist of a Chairperson, Vice--Chairperson, Treasurer, and Secretary.

#### SECTION 2: Election Procedures, Terms, and Vacancies for the Elected Members of the Board of Trustees

The elected members of the Board of Trustees will be elected by written ballot or, lacking more candidates than positions, by acclamation at the spring membership meeting.

Board members will identify nominees and appointees for board membership. The Board will inform the membership of the names and qualifications of the nominees for election at least one week before the spring meeting.

When the membership is notified of these nominees' names, they will also be informed that the Board will accept absentee ballots. The absentee ballots are to be sent by mail or given to the Chair of the Board prior to the election and kept sealed until the moment of the election. To be counted, the envelope must be labeled with the name and address

of the parent filling out the ballot. At the time of the election, the Chair will announce s/he has received absentee ballots and the names of those members. If those members are present at the meeting, they may choose to have their ballot returned to them and then they may vote during the election. If they do not choose to have their absentee ballot returned to them, they will not be issued a new ballot and the original absentee ballot will be tallied.

As a member of the Foundation, each parent has one vote, with no more than two votes per family. Adults sharing responsibility for their children must decide who is to vote at the Foundation elections.

The terms of office for the voting members of the Board will be three years, with terms staggered so that, to ensure continuity, the terms of one third of the voting members shall expire each year.

Board members will take office on July 1 in the year in which they are elected, and serve through June 30 in the final year of their term. In the case of a mid--year replacement, term will commence at the meeting immediately following election and will continue through for the remainder of the replaced member's term.

No individual may serve more than two terms in succession without one year off the Board. Any individual who has served less than half of a three--year term will be eligible for election to two full terms in succession; but any individual who has served half a term or more will only be eligible for one full term immediately thereafter. A person who served two successive terms while a parent of a student at the School may serve on the board as the parent of a former student or alumnus after one year off the Board. A person who has been a salaried employee of the school may serve on the board when no longer employed by the School.

Any vacancy on the Board by other than term expiration will be filled by a special election of the membership. This election will follow the same nomination and election procedures used for regular elections.

#### SECTION 3: Election of the Officers of the Board of Trustees

The members of the Board of Trustees shall elect the officers of the Board of Trustees from the Board of Trustees. The officers shall serve annual terms.

#### SECTION 4: Termination of Membership

By an affirmative vote of two-thirds (2/3) of the total Board, the Board may disenfranchise, expel, suspend or terminate any Trustee, provided that the Trustee has been given at least seven (7) days prior notice of the meeting at which such action is to be considered by the Board.

A Parent Trustee that no longer has a current Student shall be deemed to have immediately resigned as a Parent Trustee. A person that has resigned as a Parent Trustee may seek to become a Non-Parent Trustee.

#### SECTION 5: Resignation

A Trustee may resign by filing a written resignation with the Secretary.

#### SECTION 6: Reinstatement

A Trustee that has been disenfranchised, expelled, suspended or terminated and desires reinstatement shall submit a signed reinstatement request to the Secretary and provide such information as the Board may request for its determination of eligibility and qualification and for other vetting. To be reinstated, the Trustee's written request must receive the affirmative vote of two-thirds (2/3) of the total Board and the Trustee must accept in writing the reinstatement terms as the Board shall determine. In considering such written request and reinstatement terms, the Board may require among other things that the Trustee demonstrate a good faith commitment to be and remain a duly qualified Member at all times upon and after reinstatement. The Member shall be given at least three (3) days prior notice of the meeting at which the reinstatement is to be considered by the Board.

#### SECTION 7: Powers and Duties of the Board of Trustees

The Board is responsible for overall policy and direction of the School and delegates responsibility for day--to--day operations to the Head of the School and committees. The Board of Trustees' primary duties include the hiring and annual evaluation of the Head of the School, participation in annual board evaluation and continuing education programs, the setting of general institutional policies, strategic planning, fund--raising, and the assessment of the school's effectiveness in implementing the mission of the Foundation and the School. The Board oversees and maintains sound fiscal management and the financial stability of the School, at times working in conjunction with the Head, the Business Manager, and/or a contracted agency. The board participates in a culture of openness and communication regarding issues impacting the school's capacity to follow its mission.

#### SECTION 8: Duties of the Officers of the Board of Trustees

The Chairperson shall preside at all meetings and will serve or delegate another board member to serve as an ex--officio member of each committee appointed by the Board. The Chairperson shall be responsible for calling all meetings of the Board. He or she may sign, with the head of the School, or Secretary, or any other proper officer or agent, of the Foundation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of

Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board from time to time.

The Vice--Chairperson shall serve in the absence of the Chairperson and shall assist the Chairperson with special projects at the latter's request.

The Secretary of the Board shall keep the minutes of the meetings of the members of the Board of Trustees and maintain such records as the Board requires.

The Treasurer of the Board shall provide oversight of the financial health of the Foundation. The Treasurer, or others performing under the Treasurer's directions is/are responsible to perform the following functions: have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all moneys in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with Article IX of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board of Trustees.

#### SECTION 9: Vacancy in Office

In the event of a vacancy in the office of Chairperson or any other office, a Board member, determined by a vote of Board members shall fill the vacancy for the remainder of the term.

#### SECTION 10: Conflict of Interest

The Board of Trustees affirms that the trustees, officers, administrators, faculty and other employees of the School have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the School. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the School. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Trustees of the circumstances, resulting in the potential conflict so that the Board of Trustees can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest may include, but are not limited to:

##### Financial Interest

1. Ownership by the individual directly or indirectly of a material financial interest in any business or firm from which the School obtains goods or services, or which is a competitor of the School.
2. Competition by the individual, directly or indirectly, with the School in the purchase of sale of property or any property right or interest.
3. Representation of the School by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest, directly or indirectly, from any action or decision by the School in which he or she participates, or of which he or she has knowledge.
4. Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by the Foundation or the School in which he or she participates, or of which he or she has knowledge.

##### Inside Information

Disclosure or use by the individual of confidential information about the Foundation or the School, its activities or intentions, for the personal profit or advantage of the individual or any person.

1. Conflicting Interests other than Financial

Representation as a director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves this school as an adverse party or with adverse interests.

2. Gifts and Favors

Acceptance of gifts or favors from any firm or individual which does or seeks to do business with, or is a competitor of the Foundation or the School under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

No Trustee who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of a quorum at any meeting of the Board where the potential conflict is considered, nor shall the trustee vote on any action of the Board regarding that potential conflict

#### SECTION 11: Meetings of the Board of Trustees

The Board of Trustees will hold regular meetings at least once every other month during the school year. The Board may schedule additional regular meetings, and special meetings to be called by the Chair, or by any three Board members. Any special meetings of the Board of Trustees must have a pre--announced topic or topics and business conducted at such meetings can only address the pre--announced topics. The Board shall publish notice to the Foundation of the date, time and place of all regular meetings at least one week in advance, and shall include with the notice a listing of all significant agenda items. The Board will provide the same notification for all special meetings, except that in the case of emergency meetings the notice will be the best practicable under the circumstances.

A majority of the voting members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if a quorum shall not be present at such meeting, a majority of the voting members of the Board present may adjourn the meeting until a quorum shall be present.

All meetings of the Board shall be open to members of the Foundation, except that the Board may, by majority vote, decide to hold executive session, from which all but the members of the Board, which includes the Head, may be excluded. A motion to go into executive session shall be made at an open meeting of the Board, and shall specify the subjects) to be discussed in executive session. The executive session is only to be used for the purpose of discussion; all votes and other Board actions shall be taken only in open meetings, unless the confidentiality of a parent, student, or staff member would be breached.

#### SECTION 12: Meeting Procedures

All meetings shall be conducted in accordance with Robert's Rules of Order, Revised Edition, or other protocol, in so far as they do not contravene these Bylaws.

#### SECTION 13: Special Votes

Between meetings, the chairperson of the Board may ask for a special vote by the Board on issues that require an immediate decision. Such votes may be conducted without a meeting, so long as all Board members are polled via e--mail. A response of a simple majority of the Board shall constitute a quorum.

### **ARTICLE IV: Administration**

#### SECTION 1: Head of School

The Head of School shall uphold and implement the Foundation's mission and shall, in general, be responsible for the operational and educational affairs of the School, including hiring, evaluation, supervision and termination of teachers, business manager, and other staff; implementing the school curriculum; following student admission standards that were developed in conjunction with the Board; general supervision of students; participating in fundraising; preparing and implementing the annual budget in coordination with the Finance Committee; being a liaison with the parent body; maintaining a safe environment for the children; and such other duties as may be prescribed by the Board of Trustees. The Head is to advise the Board on all matters, communicating with the Board regarding all issues that impact the school's ability to follow its mission. The Head will execute policies and decisions made by the Board and operate the School so that all students receive an excellent education that includes responsible social development. The Board shall be responsible for the hiring, annual evaluation, and termination of the Head.

#### SECTION 2: Business Manager

The Business Manager and/or a contracted agency is responsible to the Head of the School and works with the Head and the Finance Committee to oversee and maintain sound fiscal management and the financial stability of the school.

#### SECTION 3: Other Administrative or Support Positions

The Head of the School, with the financial guidance of the Board; shall create and fill other administrative or support positions that are necessary to the day--to--day operation of the School. The Head is responsible for but may share or delegate to committees, volunteers, or other employees duties with less direct impact on the educational function of the School, such as maintaining buildings and grounds or handling day to day financial matters.

### **ARTICLE V: Standing Committees**

#### SECTION 1:

Permanent committees include Executive, Finance, Development and Strategic Planning. The Board may create and oversee other standing and ad hoc committees as needed. The Chair of the Board of Trustees, or another Board member as designated by the Chair or in these Bylaws, will be an ex-officio member of each standing committee.

Descriptions of standing committees follow:

1. The Executive Committee

The Executive Committee shall consist of the four officers of the Board of Trustees and the Head of the School who is a non-voting member. The committee expedites the role of the Board, operating as needed, and shall function as a long-range planning committee to set goals and objectives for the Foundation. The Executive Committee shall be authorized to expedite the transaction of routine business and management of the Foundation between regular meetings of the Board, and such further specific powers as may be conferred upon it by resolution of the Board. The committee meets once a month whenever the Board does not meet and may hold additional meetings as needed, takes minutes of meetings, and reports any actions to the full board in a timely fashion.

The Executive Committee shall not have the authority to act on behalf of the Board of Trustees for the purpose of: 1) amending these by-laws, 2) amending the budget, or 3) making decisions covering the selection or retention of the Head of the School.

2. The Finance Committee

The Finance Committee shall consist of five members, including the Business Manager and the Treasurer of the Foundation. The responsibilities of this committee are:

- A. To determine, in conjunction with the Head of the School and the chairs of appropriate standing committees, the anticipated needs of the school for the upcoming year, and
- B. To provide oversight of the financial health of the School and conduct ad hoc financial analysis as requested, including periodic audits or independent financial review.

3. The Development Committee

The Development Committee shall consist of five members including the designated representative of the Board Of Trustees and the Head of the School. The responsibility of this committee is to seek ways to expand the financial base of the Foundation. The Development Committee shall also be responsible for initiating fundraising activities and the acquisition of gifts, grants, endowments, and contributions

4. The Strategic Planning Committee

The Strategic Planning Committee shall consist of five members including the designated representative of the Board of Trustees and the Head of the School. The responsibilities of this committee are:

- A. To lead the School through the strategic planning process, deciding whether to use outside facilitators in the process
- B. To involve Board members as well as representatives from all other constituent groups within the School community
- C. To develop a clear vision statement for the future of the School
- D. To develop a plan (goals, objectives, and action steps) designed to fulfill that vision
- E. To develop a timeline for both the planning process and implementation of the plan
- F. To provide a written final report (Strategic Plan) to the Board
- G. To ensure implementation and appropriate reevaluation of the plan every three to five years.

SECTION 2: Communication

The Chair of all standing and ad hoc committees shall report to the Board as requested.

SECTION 3: Rules

Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

**ARTICLE VI: Amendments**

The Bylaws may be amended by a two-thirds majority vote of the membership at the time provided such amendments have been proposed in writing to the Board of Trustees and presented to the Foundation at least two weeks prior to voting.

## **ARTICLE VII: Dissolution and Financial Disbursement**

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its members, Trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay, through its Board of Trustees, reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. Notwithstanding any other provisions of these articles, the Foundation shall not carry on any activities not permitted to be carried on

(a) by a Foundation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or (b) by a Foundation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Law of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

In the event of dissolution of the Foundation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all the assets of the Foundation exclusively for the purpose of the Foundation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

## **ARTICLE VIII: Indemnification of Trustees, Officers, and Employees**

### SECTION 1: General: Indemnification of Trustees and Officers

The Foundation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation), by reason of the fact that such person is or was a Trustee or officer of the Foundation, or that such person is or was serving at the request of the Foundation as a trustee, Head, officer, employee, or agent of another Foundation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea to nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Foundation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

### SECTION 2: Indemnification of Trustees and Officers: Actions By or In the Right of the Foundation

The Foundation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in favor of the Foundation by reason of the fact that such person is or was a Trustee or officer of the Foundation, or that such person is or was serving at the request of the Foundation as a trustee, Head, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Foundation, provided that no indemnification shall be made in respect of any claim, issue, or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Foundation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### SECTION 3: Authorization of Indemnification

Any indemnification under Section 1, Section 2, or Section 5 of this Article (unless ordered by a court) shall be made by the Foundation only as authorization in the specific case, upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1, 2, or 5 of this Article. Such determination shall be made by (1) the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

#### SECTION 4: Contract with the Foundation

The provisions of this Article VIII shall be deemed to be a contract between the Foundation and each Trustee or officer who serves in any capacity at any time while this Article VIII is in effect, and any repeal or modification of this Article VIII shall not affect any rights or obligations hereunder with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore brought or threatened based in whole or in part upon any such state of facts.

#### SECTION 5: Indemnification of Employees and Agents

Persons who are not covered by the foregoing provisions of this Article VIII and who are or were employees or agents of the Foundation, or who are or were serving at the request of the Foundation as employees or agents of another Foundation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Trustees, subject to the same standard of conduct set forth in Sections 1 and 2 of this Article; provided, however, that to the extent that such employee or agent has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue or matter therein, the Foundation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

#### SECTION 6: Payment of Expenses in Advance

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such Trustee, officer, employee, or agent is entitled to be indemnified by the Foundation as authorized by this Article VIII.

#### SECTION 7: Insurance against Liability

The Foundation shall purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Foundation, or who is or was serving at the request of the Foundation as a Trustee, Head, officer, employee, or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of these bylaws.

#### SECTION 8: Other Rights of Indemnification

The indemnification provided or permitted by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

### **ARTICLE IX: Contracts, Checks, Deposits, and Funds**

#### SECTION 1: Contracts

The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation and such authority may be general or confined to specific instances.

#### SECTION 2: Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of any such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the Head of School.

#### SECTION 3: Deposits

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

#### SECTION 4: Gifts

The Board of Trustees may accept on behalf of the Foundation, pending a review, any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the Foundation.

**ARTICLE X: Books and Records**

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees.

**ARTICLE XI: Fiscal Year**

The fiscal year of the Foundation shall begin on the 1st day of July and end on the last day of June in each year.

These bylaws were approved by a 2/3 vote of the parent body on:

Revised Fall 2017