

**FIFTH AMENDED AND RESTATED BY-LAWS OF
THE WYOMING VALLEY MONTESSORI ASSOCIATION**

May 21, 2025

Wyoming Valley Montessori School's Philosophical Source

“Free the child’s potential, and you will transform him into the world.”

-Maria Montessori

The premises of a Montessori approach to teaching and learning include the following:

- Children are capable of self-directed learning;
- It is critically important for teachers to be “observers” of the children instead of lecturers;
- Children can learn skills and knowledge effortlessly and joyfully;
- Children have “absorbent minds” from birth to around age 6, processing limitless motivation to achieve competence within their environment and to perfect skills and understandings;
- Children are masters of their schoolroom environment, which has been specifically prepared for them to be academic, comfortable and to encourage independence by giving them the tools and responsibility to manage its upkeep;
- Children learn through discovery; and
- A child’s hand is intimately connected to the developing brain – children must actually touch the shapes, letters, temperatures, etc. they are learning about.

FIFTH AMENDED AND RESTATED BY-LAWS
OF
THE WYOMING VALLEY MONTESSORI ASSOCIATION

ADOPTED: September 10, 1987

REVISED: September 1993, November 1993, October 2011, May 2016, May 2025

ARTICLE I - NAME

The name of this corporation shall be: "The Wyoming Valley Montessori
Association, Inc."

ARTICLE II - FORM OF ORGANIZATION

The corporation shall be organized as a Pennsylvania tax-exempt, non-profit corporation, and shall be organized exclusively for charitable purposes under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - PURPOSE, POWERS & MISSION

The purpose of the corporation shall be to operate an independent, nonprofit, nonsectarian school embodying and exemplifying the Montessori teaching method. The School's (hereinafter defined) mission statement is: "Inspiring children who will change the world." The School, together with its families, builds the foundation for a lifetime of learning.

ARTICLE IV - DEFINITIONS

The terms set forth herein are defined as indicated for the purposes of these By-Laws unless otherwise required by the context in which they are used:

- A. "Board" means the Board of Trustees of the School.
- B. "Full Board" means all Trustees currently serving (not just those in attendance).
- C. "Board Year" means the time period coinciding with the corporation's fiscal year which begins on July 1 of the current calendar year and ends on June 30 of the following calendar year.
- D. "Notice" means a written, hard-copy document.
- E. "Head of School" means the School's Chief Executive Officer and the Board's only employee, with all other employees being hired by the Head or his/her designee.
- F. "Majority" means in excess of 50% of the applicable total number.
- G. "School" means the Wyoming Valley Montessori School.
- H. "Trustee" means an individual who is a member of the Board as described herein.

ARTICLE V - CORPORATION MEMBERSHIP

All custodial parents and legal guardians of children currently enrolled in the School are members of this corporation. Each member is entitled to one (1) vote.

ARTICLE VI – CORPORATION MEMBERSHIP MEETING

Section 1

Annual Meeting: The corporation's annual meeting shall be held during the month of

May and shall take place at the School. The President of the Board, or his or her designee, must give at least ten (10) calendar days advance notice stating the date, time and place of the upcoming annual meeting to all members. The purposes of the annual meeting shall be to:

- (a) Present a report by the President on the School's activities, both for the prior and upcoming years, as well as the School's financial condition; and

Trustees will be elected at the May meeting, with the election conducted as set forth herein.

Section 2

Quorum: A quorum for all membership meetings shall be achieved by the attendance in person of at least ten (10%) percent of the total School membership. A simple Majority anonymous ballot vote of the members present will suffice to transact all business conducted at any membership meeting. Proxy votes are not permitted.

Section 3

Special Meetings: Special membership meetings shall be held upon the call of the President, the call of any seven (7) members of the Board, or upon a written petition signed by at least twenty-five (25%) percent of the total School membership. Notice of a special meeting of the membership shall be sent to all members at least seven (7) days in advance of the date of the meeting stating the time, date and place thereof, and the purpose therefore.

ARTICLE VII – BOARD OF TRUSTEES

Section 1

Authority:

Consistent with all provisions of applicable law, all the affairs and business of WVMS will be overseen by the Board in a manner consistent with these bylaws, including duties of trust, loyalty, and care. The Board will focus on strategic planning and the annual agendas, major policy setting and implementation consistent, with, and pursuant to, these planning documents; and employment and evaluation of the Head of School (HOS).

Section 2

Complement: The Board shall consist of not less than seven (7), nor more than twelve (12), adult individuals.

Section 3

Eligibility:

(A) At least one-third (1/3) of the Board must be corporation members. Subject to the foregoing limitation, individuals who are not members of the corporation may be nominated by the Committee on Trustees (in the same manner as a corporation member) and elected by the membership at the annual meeting to serve on the Board. A non member so elected shall have and exercise the same rights,

privileges, powers, and immunities of elected members.

- (B) No person shall be eligible for election to the Board who is employed by the School or has a member of his/her immediate family employed by the School in full or part time capacity. A Trustee will immediately resign his or her position on the Board should he or she become ineligible as a result of the School hiring that person or his or her family member.
- (C) Persons under the age of twenty-one (21) are not eligible for election to the Board.

Section 4

Nomination; Election of Trustees: Nominations for new Trustees shall be made by the Committee on Trustees. The guiding principle for such recommendation, and for the Board's subsequent approval, will be each (potential) new Trustee's willingness and capacity to further both the School's mission and its currently approved planning document(s). The Board will approve such nominations and, at least ten (10) calendar days prior to the annual meeting, present the nominees' names and a description of their qualifications to this corporation's membership. Each Trustee will be voted on individually. Secret ballots are not permitted.

Section 5

Term and Term Limits: A Trustee's term shall be for three (3) years. A Trustee may be elected to the Board for two (2) consecutive terms, after which a period of one (1) year must elapse before a Trustee is eligible for re-election to the Board. For the purpose of this Article, the completion of an unexpired term of one (1) year or less shall not be considered in computing the limit of two (2) consecutive terms.

Section 6

Vacancies: The Board may fill any vacancies occurring between annual meetings by an election held by the Trustees. The election may be held at any meeting of the Board. Any person so elected will take office immediately. Subject to the limitation in Section 3 regarding eligibility and the requirements regarding the nomination process, a vacancy may be filled by an individual who is not a member of this corporation. A person elected to fill a vacancy will only fulfill the unexpired term made available by the vacancy, but may be reelected to the Board for additional terms as set forth in these By-Laws.

Section 7

Meetings:

- (a) Regular Meetings: The Board shall meet at least five (5) year at such time, date and place as the Board may, from time to time, determine.
- (b) Special Meetings: The President may call a special meeting of the Board for any strategic purpose. A special meeting shall also be called upon the written request of at least seven (7) trustees. Such a request must be made to the President and the President shall issue notice of the special meeting, setting for the time, date, place and purpose of the special meeting, within one (1) business day of receipt of the request.
- (c) Notice and Waiver: Three (3) calendar days advance notice of all meetings of the Board shall be given. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement and, the lack of notice of such Trustee. All such

waivers shall be in writing and made a part of the minutes of the meeting.

- (d) Participation: Trustees shall be counted as present and may participate in a meeting through the use of telephone or video conferencing technology, so long as all Trustees listed as present participate in the entire discussion preceding a given vote. The meeting minutes shall specify whether a Trustee has participated in person or by other means.
- (e) Action Without Meeting: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or such committee shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the Board or such committee.
- (f) Proxy Votes: Trustees may not vote by proxy.

Section 8

Compensation: Trustees shall serve without compensation. A Trustee may be reimbursed by the School for his/her travel, out-of-pocket, and other expenses incurred serving as a Trustee.

Section 9

Resignation: A Trustee may resign anytime by providing written notice to the President. Sufficient written notice must be provided so that the board can secure a replacement and plan accordingly.

Section 10

Removal: Any Trustee who fails to attend one-half (1/2) of the total regular meetings of the Board in any given Board Year without an excuse deemed satisfactory to the Board,

at the discretion of the President, may be considered to have resigned from the Board and shall be duly notified. A Trustee may also be removed by an affirmative vote of two-thirds (2/3) of the full Board.

Section 11

Liability: No Trustee shall be liable for the debts, liabilities, or obligations of the School.

Section 12

Trustees Emeriti: A Trustee who has served with eminent distinction, whose continued assistance and expertise is sought by the Board, and who is anxious to remain involved with the School may be elected by a majority of the full Board as a Trustee Emeritus. Trustees Emeriti shall be elected for a one (1)-year term and may be re-elected without limit. They are entitled to receive minutes of all Board meetings and may attend any regular or special meeting of the Board. However, a Trustee Emeritus shall not be considered a member of the Board and serves without vote. The number of Trustees Emeriti shall not exceed 25% of the number of regular Trustees.

ARTICLE VIII - OFFICERS

Section 1

General: The officers of the corporation shall be a President, Vice President, Secretary and Treasurer.

Section 2

Election: Officers of the corporation shall be elected by the Board from among the Trustees present at the first meeting of the Board following the annual meeting in May. Trustees may self-nominate for any office during this meeting or may be nominated by other Trustees.

Section 3

Term and Term Limits: The officers of the corporation shall hold their office for the term of one (1) year beginning with the Board Year immediately following the annual meeting in May (i.e., newly-elected officers shall begin their terms on July 1 following their election). Except as provided for herein, no officer shall serve for more than two (2) consecutive terms in the same office or more than four (4) consecutive terms in any offices. An officer may serve for additional consecutive terms only if his or her nomination for the consecutive term is not opposed by another Trustee who has been nominated for the office in question.

Section 4

Authority: Board officers shall have such authority and shall perform such duties as are provided by these By-Laws and as shall from time to time be prescribed and determined by the Board.

Section 5

Resignation: An officer may resign at any time by giving written notice to the President, except that the President must give written notice of resignation to the Vice President. Sufficient written notice must be provided so that the board can secure a replacement and plan accordingly. An officer may resign without automatically vacating his or her position as a Trustee.

Section 6

Removal: An officer may be removed by a Majority vote of the Board whenever, in their judgment, the best interests of the corporation will be served thereby. The Board's decision shall be conveyed to the officer in question within five (5) working days of said decision.

Section 7

President: The President shall preside at all Board meetings and shall oversee that committees are functioning properly. The President cannot have a child enrolled as a student at a competing school at a grade level currently offered by WVMS. The President shall perform all duties incident to the office of President and such other duties as prescribed by the Board from time to time, including, but not limited to:

- (a) Ensuring that Board officers are in place;
- (b) Ensuring that established committees are fully formed and staffed;
- (c) Presenting at the corporation's annual meetings regarding the state of the School;
and
- (d) Interacting regularly with the Head of School to ensure that strategic and operational goals are being met.

Section 8

Vice President: In the absence, disability, or death of the President, the Vice-President shall perform all the duties of the President. The Vice President will also serve as

parliamentarian to ensure that these By-Laws are enforced and proper meeting protocol is followed.

Section 9

President Pro Tem: In the absence of the President and Vice President, the Board may appoint a President Pro Tem with a majority vote.

Section 10

Treasurer: The Treasurer shall be the chief financial officer of the Board. The Treasurer shall provide leadership and information necessary for the Board to fulfill its financial fiduciary responsibilities to the school and provide for its future viability

Section 11

Secretary: The Secretary shall keep or cause to be kept a record of the proceedings of the Board and shall ensure delivery of all notices as may be necessary and proper. The recording, transcription, and distribution of Board meeting minutes may be delegated to a qualified clerical person hired to perform these duties with great discretion. Board minutes must be prepared and provided to the full Board prior to the next Board meeting. Once the board approves the minutes they shall be shared with the full corporation.

ARTICLE IX -COMMITTEES

Section 1

Creation and Staffing: Except as provided for herein, the President shall designate a

chairperson for each committee from the membership of the board and select committee members. All committees shall meet on the call of their respective chair and shall carry out the responsibilities designated for such committee and such other duties as may be assigned by the Board. The committee chairperson shall report recommendations of the committee to the Board for Board approval. The Head of School is an ex-officio member of all committees, with voting power only on the Committee on Trustees

Section 2

Committee on Trustees: The Committee on Trustees shall consist of not more than four (4) members and the Vice President shall be member and Chair. The Head of School shall be a member, with the right to vote. The Committee on Trustees may recommend to the Board successors for members rotating off the committee. The Committee on Trustees will periodically review the planning documents to determine the Board's personnel needs and then profile the Board, listing the ideal characteristics needed for the fulfillment of the planning document's goals. The committee will then identify individuals whose characteristics and backgrounds (cumulatively) fulfill the profile. The committee will formulate and oversee a cultivation plan to bring those individuals to eventual Board membership. At the appropriate time, the committee will nominate vetted and qualified individuals for Board and/or committee membership. The Committee on Trustees shall direct training for the Board, with special orientation for all newly elected Trustees. The Committee on Trustees, in conjunction with the Head, shall conduct an annual evaluation of the Board based on the level of excellence with which the Board had fulfilled its annual agenda. The evaluation will focus upon the Board's overall activity, individual Board members, all committees, and the President (as needed and appropriate). The objective of the evaluation will be the ongoing strengthening of the Board.

Section 3

Head Support and Evaluation Committee: The Head Support Evaluation Committee shall be appointed by the President and consist of not more than five (5) members, a minority of whom may be determined by the Head of School. All members should qualify as having been involved with the Head of School on multiple occasions and projects throughout the year. The Head Support and Evaluation Committee shall conduct an annual evaluation of the performance of the Head of School and shall present such evaluation with appropriate recommendations for action to the Board. In doing so, the Head Support and Evaluation Committee shall solicit observations from other members of the Board and then work in concert with the Head of School to delineate several annual major objectives, each of which clearly advances the planning documents and/or corrects perceived operation-level weaknesses or problems. The committee will also make recommendations to the Board concerning policies with respect to the conditions of faculty employment, fringe benefits for employees, and other matters affecting employee school relations. The Committee can be charged with resolving any employee filed grievances concerning the conduct of the Head of School as outlined in the School's Staff Handbook.

Section 4

Finance Committee: The Finance Committee shall be composed of not more than five (5), members, all of whom must be Trustees. It shall develop the details of a strategic financial plan; review the annual operation and capital budgets drafted by the Head of School to assure that they conform to, and efficiently advance, the planning documents and their financial components; and make recommendations with respect thereto to the Board. It shall review major financial or property transactions not provided for in the budget and submit proposed variances, with recommendations, to the Board. The

Finance Committee shall have charge of the investment of all funds of the School, including the power to affect purchases, sales, and exchanges of securities and other investment assets of the School, except real property. The committee may delegate authority to purchase and sell securities for the account of the School to the Director of Finance and Operations, subject to such financial and other limitations as the committee may impose. The committee shall report changes in the investments to the Board in a timely manner. The Director of Finance and Operations shall be an ex-officio member of the committee, without the right to vote. The Majority of the members of the committee shall constitute a quorum, but an affirmative vote of a Majority of the whole committee shall be necessary in every case.

Section 5

Advancement Committee: The Advancement Committee shall consist of no more than five (5) members. The Advancement Committee acts, advises and consults on matters, policies and procedures related to admissions, fundraising and institutional development including enrollment goal, tuition increase, campaigns, donations, donor relations, endowments, foundations, gifts and grants. The Director of Development and Alumni Relations, and Director of Admissions and Outreach shall be an ex-officio member of the committee, without the right to vote.

Section 6

The Building and Grounds Committee shall consist of no more than five (5) members. The committee is responsible for advising and consulting on policies related to the maintenance and operations of the school's facilities. It will review and recommend approval of plans and cost estimates for new facilities, assess proposed improvements, and evaluate the annual budget's capital expenditures related to the school's physical plant. The committee will then recommend approval of the budget to the Finance Committee. If a Facility Manager is

employed by the school, they shall serve as an ex-officio member of the committee without voting rights.

ARTICLE XI – Ad-hoc COMMITTEES

Section 1

Creation and Staffing: The Board, from time to time, may create and staff ad-hoc committees which shall have such duties and responsibilities and shall function in such fashion as the Board may deem appropriate and consistent with the purposes of the corporation. Ad-hoc committees shall serve until the project for which it was created has been completed. The ad-hoc committee shall create and submit a final report to the full Board regarding the assigned task.

ARTICLE XII – HEAD OF SCHOOL

Section 1

Executive Functions: The Head of School shall be the Chief Executive Officer and official advisor and executive agent of the Board. All the time, the Head of School will perform his or her responsibilities consistent with the principles of the American Montessori Society. The Head of School shall exercise general superintendence over all the affairs of the School and bring such matters to the attention of the Board to keep the Board fully informed to meet its responsibilities. The Head of School shall have the power, on behalf of the Board, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved budget, or in any capital budget or emergency expenditure authorized and approved by the Board. The Head of School shall be an ex-officio member of the Board, without the right to vote.

Section 2

Appointment and Contract: In the event of a permanent vacancy in the office of the Head of School, the Board shall elect a replacement from among candidates submitted for consideration by a special search committee appointed by the Board. The search committee will recommend one (1) candidate for the HOS position. An affirmative vote of at least two-thirds (2/3) of the full Board is required for appointment. The Head of School's contract shall not contain any provision that is inconsistent with these By-Laws.

Section 3

Administrative Responsibilities: Within the policy and strategy guidelines established by the Board, the Head of School shall develop the instructional program, provide administrative and educational leadership, employ and discharge personnel, enroll and dismiss students, participate in the drafting of the annual budget for Board approval, and be responsible for the day-to-day operation of the School.

Section 4

Assistance to the Board: The Head of School shall work in close conjunction with the President and the Board, support the work of all Board committees, guide the President in the preparation of agendas for meetings, and assist in developing and fulfilling the School's planning documents.

Section 5

Annual Review of Performance and Compensation: The Head of School shall, in May of each year, submit to the full Board a written self-assessment of his/her performance with respect to the achievement of goals mutually agreed upon by the Head of School and the Head Support and Evaluation Committee the previous July. Following a satisfactory final annual report of the Head of School by the Head Support and Evaluation Committee ("Head Performance Report") and endorsement of the President, the Board shall vote to renew the Head of School's contract and, if approved by such vote, set annual compensation. If the Head Performance Report is not satisfactory or the President does not endorse the Head of School, a meeting pursuant to Section 6 below will be called by the President.

Section 6

Dismissal of the Head of School: A decision not to renew the Head of School's contract or to terminate the services of the Head of School can only be undertaken at a special meeting called for the purpose. An affirmative vote of a two-thirds ($\frac{2}{3}$) of the full Board is required for either non-renewal or termination.

ARTICLE XIII – PARENTS ASSOCIATIONS

Section 1

Membership: All members of the corporation shall be members of the Wyoming Valley Montessori Parents Association (the "Parents Association").

Section 2

Purpose: The purpose of the Parents Association is to support the school in achieving its mission and vision.

Section 3

By-Laws: The Parents Association shall elect officers and conduct meetings according to its by-laws. The Parents Association by-laws and any amendments thereto shall be ratified by the Board before they shall become effective and binding upon the activities of the Parents Association.

ARTICLE XIV – MISCELLANEOUS

Section 1

Rules of Order: Robert's Rules of Order shall be applied for all matters of procedure not covered by these By-Laws.

Section 2

Borrowing: No Trustee, agent or employee of the corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property except upon Majority vote of the Board. Upon approval of the Board, the President and Secretary or Treasurer may execute all documents necessary to complete the borrowing.

Section 3

Fiscal year: The fiscal year of this corporation shall commence on the first day of July in each year.

Section 4

Indemnification: Each Trustee and officer of the Board shall be indemnified against all expenses actually and necessarily incurred by such Trustee or officer in connection with the defense of any action, suit, or proceedings to which he/she has been made party by reason of his/her being or having been such Trustee or officer, except then the Trustee or officer is judged liable for gross negligence or willful misconduct in the performance of duty.

Section 5

Execution of Contracts: The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this corporation and such authority may be general or confined to specific instances.

Section 6

Conflict of Interest: A Trustee shall be considered to have a conflict of interest if the Trustee:

- (a) has existing or potential financial interests which impair or might reasonably appear to impair such Trustee's independent unbiased judgment in the discharge of his/her responsibilities to the School;
- (b) is aware that a member of his/her family (which, for the purposes of these By-Laws, shall be parent, sibling, spouse, or child) has such existing or potential

financial interests; (c) is aware that any organization in which such Trustee (or member of his/her family) is an officer, director, part- or full-time employee, member, partner, trustee, or controlling stockholder, has such existing or potential interests.

All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. No Trustee shall vote on any matter, under consideration of the Board or a committee, in which such Trustee has a conflict of interest. The minutes of such meeting shall reflect that disclosure was made and that the Trustee having a conflict of interest abstained from voting. Any Trustee, who is uncertain whether he has a conflict of interest in any matter may request the Board or committee to determine whether a conflict of interest exists, and the Board or committee shall resolve the question by a Majority vote. All board members also complete a non-disclosure agreement.

Section 7

Bias: A Trustee is expected to declare his/her bias if he/she feels that his/her support or opposition to a matter before the Board or a committee would unduly affect the outcome to the benefit or detriment of his/her child(ren). The Trustee is responsible for disclosing such bias at the earliest possible time. The minutes shall reflect such disclosure. The Trustee who has disclosed a bias may abstain from voting. The minutes shall reflect if and when the Trustee abstained. If the Trustee is unsure about the effect of his/her bias, he/she may ask the Board to make the decision about the appearance of bias and whether he/she must abstain. The minutes shall reflect any Board decision in regard to bias and abstention.

Section 8

Bonds of Officers and Employees: The Board shall obtain at its cost a bond in such sum and with such assurity as shall be satisfactory to the Board covering persons who are

empowered to sign checks or other orders for the payment of money.

ARTICLE XV – AMENDMENTS

These By-Laws may be amended at scheduled Board of Trustees meeting, at which a quorum is present by 2/3 vote of a of the members present, provided that written notice of the meeting is given to each member at least (10) calendar days prior to such meeting, specifying the proposed amendment or amendments, together with the text of the existing provision or provisions to be amended.

ARTICLE XVI – DISSOLUTION

Upon the dissolution of the corporation, the Board, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational or scientific purposes and shall at the time, qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code Any such assets not so disposed of shall be disposed of by the Court Common Pleas of the county in which the principal 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 or similar purposes.

APPROVED AND ADOPTED BY THE MEMBERS OF THE WYOMING VALLEY
MONTESSORI ASSOCIATION AT ITS MAY 21, 2025 ANNUAL MEETING.

Danielle Westgate, Secretary

THE WYOMING VALLEY MONTESSORI ASSOCIATION

BY-LAW HISTORY

Adopted September 10, 1987

Revised September 1993, November 1993, October 2011, May 2016, and May 2025