

**CHEMUNG VALLEY MONTESSORI SCHOOL
BY-LAWS**

Adopted June 22, 2012

WHEREAS, the Chemung Valley Montessori School was granted a Provisional Charter by the New York State Department of Education in 1999, as amended and/or extended in 2001, 2006 and 2009, and made Absolute on May 22, 2012.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS: That the Chemung Valley Montessori School hereby adopts the following By-laws to be the official guide of the school.

**ARTICLE I
NAME AND AFFILIATION**

SECTION 1. This educational corporation shall be known as the Chemung Valley Montessori School.

SECTION 2. The Chemung Valley Montessori School may be affiliated with such national and state Montessori organizations and institutions as the Board of Trustees may determine.

**ARTICLE II
PURPOSE**

SECTION 1. The Chemung Valley Montessori School is formed for the following purposes: to operate a toddler program for children aged two years to attend no more than two days per week for less than three hours per day; a Montessori nursery school for preschool children from three to six years of age; a grade one through eight Montessori elementary school; to establish and operate day care centers in Chemung, Schuyler and Steuben County, provided that no center will be opened without the express written approval of the New York State Office of Children and Family Services; and for such other instruction, education and guidance as may be determined from time to time by the Board of Trustees of the school to be necessary or appropriate to carry out the charitable and educational mission of the school and for all other purposes provided in Section 216 of the Education Law of the State of New York.

**ARTICLE III
MEMBERSHIP**

The Chemung Valley Montessori School is a not-for-profit, non-stock Corporation duly organized and operating under the Laws of the State of New York. The school shall not be authorized or entitled to issue stock, and shall have no members, shareholders or stock holders.

ARTICLE IV TRUSTEES

SECTION 1. POWERS: Generally, the property, business and affairs of the Chemung Valley Montessori School shall be governed by the Board of Trustees which shall have full power to do, or require to be done everything legal and necessary or expedient to achieve the purposes set forth in Article II hereof. Specifically, the Board is empowered:

1. To define the mission of the school and clarify its philosophy consistent with operating a non-sectarian, co-educational, Montessori program as described in Article II;
2. To work toward fulfilling the school's mission through the establishment of policy in all areas of Board concern such as legal issues, financial matters, and the definition of authorized programs that the school will offer;
3. To approve the annual operating budget;
4. To select a Head of School to administer the school, and, having appointed him/her, to provide support and formal periodic evaluation of his/her performance;
5. To work through the Head of School to ensure that all laws and regulations are being followed and that the day-to-day operation is consistent with Board policy and the school's mission and philosophy;
6. To work with the Head of School and representatives of the school's constituency groups (staff, parents, alumni, friends of the school), to take the leadership role in a process of ongoing strategic planning and self-study, and to formally adopt from time-to-time long range plans and provide a structure for their implementation;
7. To assume a key role in fund-raising for the school;
8. To serve as ambassadors for the school, promoting its good name and letting the public and constituency groups know about its successes;
9. Authority is vested in the Board as a whole. A Trustee who learns of an issue has the responsibility to bring it to the Head of School or the Board chair and must not deal with the situation individually.

SECTION 2. DUTIES: The Board of Trustees shall have the power to hold meetings at such times and in such places as the Trustees deem proper; to appoint committees to study issues and make recommendations to the Board of Trustees and shall have full responsibility for the governance of the Chemung Valley Montessori School.

SECTION 3. COMPOSITION: The Chemung Valley Montessori School shall be governed by a Board of Trustees consisting of twelve (12) individuals. Each Trustee shall be at least eighteen years of age. No fewer than seven (7) nor more than ten (10) of the Trustees at any time shall be parents of students currently enrolled in the school and no more than five (5) nor fewer than two (2) shall be parents of former students and members of the community at large having no children enrolled in the school.

SECTION 4. NUMBER: The number of the Trustees may be increased or decreased by amendment of the by-laws upon a two-thirds majority vote of the entire Board of Trustees after notice of the proposed action in the call for a meeting and filing in the regents' office a certified copy of the resolution authorizing such action; provided, however, that consistent with the Education Law and the Not-for-Profit Corporation Law, in no event shall there be fewer than five nor more than twenty-five members, nor shall any decrease in the number of Trustees shorten the term of any incumbent Trustee.

SECTION 5. ELECTION: Trustees shall be elected to the Board of Trustees upon a plurality of the votes cast at the May meeting of the Board of Trustees by the Trustees then in office.

SECTION 6. TERM OF OFFICE: The term of office shall be three (3) years. Each Trustee shall hold office until the expiration of the term for which he is elected or appointed and until his successor has been elected or appointed, unless removed from office as provided herein. Present at the June Board meeting will be the outgoing and incoming trustees. The change-over time when expired responsibilities end and new trustee responsibilities begins is during the June meeting prior to the election of officers.

SECTION 7. CLASSES: The Trustees shall be divided into three (3) classes made up of four (4) members each for purposes of staggering their terms of office. If the number of Trustees is hereafter changed by action of the Board, any newly created Trusteeships or any decrease in Trusteeships shall be so appointed among the classes as to make the number of Trustees in each class as nearly equal as possible, while always maintaining a majority of Trustees who are parents of children currently enrolled in the school.

SECTION 8. TERM LIMITS: A Trustee who has served two consecutive complete terms shall be ineligible to serve as a Trustee for a period of one year following the conclusion of his second consecutive completed term as a Trustee.

SECTION 9. VACANCIES: The position of any Trustee shall become vacant upon his death, resignation, refusal to act, removal from the Board or expiration of his term. The Board of Trustees shall fill any vacancy occurring on the Board by electing another Trustee for the unexpired term by a vote of the majority of the Trustees within six (6) months of such vacancy. Any vacancy on the Board of Trustees continuing for more than one year, or any vacancy reducing the number of Trustees to less than two-thirds of the full number may be filled by the Regents.

SECTION 10. CONFLICT OF INTEREST: No employee of the school and no spouse of any employee of the school shall be eligible for membership on the Board of Trustees. No Trustee shall attend a discussion of or vote upon any subject in any aspect of which that Trustee may be considered to have any financial interest unless there is full disclosure of the financial interest and at least two-thirds of the Trustees in attendance vote to allow attendance or vote.

SECTION 11. REMOVAL: A Trustee may be removed from office at a meeting called for that purpose by a vote of a majority of the sitting Board after examination and due proof of the truth of a written complaint by any Trustee of misconduct, incapacity or neglect of duty and the Trustee at issue is afforded an opportunity to respond to the charges against him. At least one week's prior written notice of the proposed action must be afforded to the accused and to each Trustee.

The Regents may remove any Trustee of a corporation created by them for misconduct, incapacity or neglect of duty, or where it appears to the satisfaction of the Regents that the school has failed to or refuses to carry into effect its educational purposes. A hearing in the proceeding for removal of such Trustee shall be had before the Board of Regents or a committee thereof and the Trustees shall be given at least ten days' written notice of the time and place of such hearing. In case of removal by the Board of Regents, the Regents may appoint successors to the Trustees so removed.

SECTION 12. Trustee Emeriti

Upon the recommendation of the Committee on Trusteeship, a Trustee who has served with distinction for at least two terms may be elected by the majority of Trustees as a Trustee Emeritus for a term of 3 years. There shall be no term limit for emeriti trustees and may be renewed at the discretion of the board and approval of the individual. Trustees Emeriti may not exceed 10 in total number.

The primary responsibilities of a Trustee Emeritus shall be to advance and promote the name and welfare of the Chemung Valley Montessori School, to support the school financially according to his or her means, and to be eligible to serve on appropriate Board committees without vote. He or she may be encouraged to participate in all regularly scheduled board meetings and the annual meeting of the Board but is not required to do so, and shall not vote or be counted as part of quorum determinations.

Emeritus Trustees shall be kept involved with the CVMS by the Head of School and shall be informed of developments at the school by being included in regular Head of School Office mailings. Emeritus Trustees shall also be recognized in all CVMS publications along with members of the Board of Trustees.

SECTION 13. Honorary Trustees

Upon the recommendation of the Committee on Trusteeship, an individual who has served our local community with distinction and been recognized as a passionate supporter of educational excellence may be elected by the majority of Trustees as an Honorary Trustee.

The primary responsibilities of an Honorary Trustee shall be to advance and promote the name and welfare of the Chemung Valley Montessori School, to support the School financially according to his or her means. There is no active role or participation required by an honorary trustee. Honorary trustees are named and voted upon at the annual meeting of the board of trustees.

Honorary Trustees shall be kept involved with the School by the Board President or Head of School and shall be informed of developments at the School by being included in regular Board mailings. Honorary Trustees shall also be recognized in all School publications and public notifications along with members of the Board of Trustees.

ARTICLE V OFFICERS

SECTION 1. OFFICERS: At the June Meeting, the Trustees shall elect from their number a President, a Vice President, a Secretary and a Treasurer. The Board of Trustees may elect or appoint

such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, who shall have such authority and perform such duties as may from time to time be prescribed by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of the President and Vice President. A person who holds more than one office in on the Board of Trustees of CVMS may not act in more than one capacity to execute, acknowledge or verify any instrument required by law to be executed, acknowledged or verified by more than one officer.

SECTION 2. TERM OF OFFICE: Each Officer shall hold office for one (1) year and until his successor shall have been elected. Officers may be reelected for subsequent terms.

SECTION 3. VACANCIES: Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. In the event that vacancies occur in the offices of both President and Vice President simultaneously, the Secretary shall preside over meetings of the Board of Trustees until nominations to fill those offices are proposed and voted upon.

SECTION 4. PRESIDENT: The President shall serve as Chairperson of the Executive Committee. The President shall not serve as chair of any other committee but may, along with the Head of School, serve as an ex-officio member of all other standing committees.

The President's duties shall include, inter alia:

1. Presiding over meetings of the Board of Trustees and the Executive Committee and calling special meetings when necessary or when requested by a majority of the Board.
2. Along with the Executive Committee and the Head of School, setting the agenda for Board meetings.
3. Expediting the work of the Board and keeping the committees working on schedule.
4. Representing the school, serving as an example of Trusteeship, and enforcing proper conduct of Trustees.
5. Recommending committee chairs to the Board and potential candidates to the Committee on Trustees.
6. Working in partnership with the Head of School, Board of Trustees and Parent/Teacher organization to achieve the mission of the school.
7. Assuring that yearly written evaluations of the Head of School, Board of Trustees, individual Trustees and Officers are carried out.

SECTION 5. VICE PRESIDENT: In the absence of or during the disability of the President, the Vice President shall have all the powers and perform all duties of the President. The Vice President shall (1) act as parliamentarian for the Board of Trustees meetings and (2) perform such other duties as may be assigned by the President, the Executive Committee, or the Board of

Trustees. In the case of death or resignation of the President, the Vice President shall become the President and shall assume the powers and duties of that office for the remainder of that term.

SECTION 6. TREASURER: The Treasurer shall oversee the finances of the school and shall preside over meetings of the Finance Committee. The books and financial statements shall be made available from time to time to an independent auditor or accountant at the direction of the Treasurer.

SECTION 7. SECRETARY: The Secretary shall be responsible for the recording of the minutes of the meetings of the Board of Trustees in a book to be kept for that purpose and shall be responsible for furnishing the minutes of each Board meeting to each Trustee no more than fourteen (14) days after each such meeting, by ordinary or electronic mail, whichever shall be designated by the Trustee as the manner in which he prefers to receive such minutes. The Secretary shall also maintain a Board policy book that includes all policies adopted by the Board, organized by relevant categories and cross referenced to the minutes of the Board meetings. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees and for causing a record to be kept that notice of each meeting was provided to each Trustee and shall perform such other duties as may be prescribed by the Board.

ARTICLE VI MEETINGS OF THE BOARD OF TRUSTEES

SECTION 1. NUMBER: The Board of Trustees shall meet at least four (4) times per year on their own adjournment, and as often as they shall be summoned by their President, or upon the written request of five (5) Trustees.

SECTION 2. NOTICE OF MEETINGS: Notice of the time and place of the meeting and the agenda for the upcoming meeting shall be mailed by ordinary or electronic mail, whichever shall be designated by the Trustee as the preferred means of receiving such notice, not less than seven (7) days before the meeting to the usual address of each Trustee. The requirement to give notice for certain meetings may be waived by the person entitled to such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting.

SECTION 3. AGENDA: The agenda shall be set by the Executive Committee. Any Trustee having business to come before the Board of Trustees shall submit such items for consideration to the Executive Committee, and the agenda shall be sent to each Trustee in accordance with Section 2 hereof.

SECTION 4. QUORUM: A majority of the Board shall constitute a quorum for the transaction of business. Any one or more members of the Board or any committee thereof may, at the discretion of the President, participate in a meeting of such Board or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 5. ADJOURNMENT: A majority of Trustees present, whether or not a quorum is present may adjourn any meeting to another time and place.

SECTION 6. ACTION BY THE BOARD: Except as otherwise provided herein, a vote of the majority of the Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

SECTION 7. OPEN MEETINGS: Meetings of the Board of Trustees shall be open to parents of students then enrolled in the school, unless for reasons to be recorded in the minutes a majority of the Trustees present shall vote to close the meeting.

SECTION 8. ATTENDANCE: If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Trustees, he shall be deemed to have resigned and the vacancy shall be filled.

SECTION 9. RULES OF ORDER: Robert's Rules of Order, Revised, shall be the authority in all questions of parliamentary law not covered by these By-laws.

SECTION 10. ANNUAL MEETING OF THE BOARD OF TRUSTEES:

- A. An Annual Meeting shall be held each year in the Fall with the time and place to be set by the Secretary. With the exception of the first Annual Meeting, the presentation of the Annual Report shall take place thereat.
- B. The order of business at the Annual Meeting shall be as follows:
 - 1) Calling the meeting to order.
 - 2) Proof of notice of meeting or waiver thereof.
 - 3) Reading of minutes of last Annual Meeting.
 - 4) Reports of Officers.
 - 5) Reports of Committees.
 - 6) Transaction of other business.
- C. The Board shall present at the Annual Meeting a report, verified by the President and Treasurer or by a majority of the Board, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board, showing in appropriate detail the following:
 - 1) The assets and liabilities, including the trust funds, of the school as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.
 - 2) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

- 3) The revenue or receipts of the school, both unrestricted and restricted to particular purposes during said fiscal period.
- 4) The expenses or disbursements of CVMS, for both general and restricted purposes, during said fiscal period.

D. The Annual Report of Trustees shall be filed with the records of the school and either a copy or an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

SECTION 11. SPECIAL CIRCUMSTANCE - CONFERENCE CALL:

Emergency business deemed to be of a critical nature needing the attention of the full board and resolution prior to the next scheduled board meeting may be resolved through the calling of a board meeting via conference call. Such a meeting may only be called by the president, acting president or other elected officer upon the absence of the president. Emergency business is considered to be such that a hardship to the school or board may occur if board action is not taken as quickly as possible.

Notice of the time of the meeting, number to call and the specific item to be considered shall be communicated in the most expedient manner available, and not less than seven (7) days before the meeting to each Trustee. The requirement to give notice for certain meetings may be waived by the person entitled to such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting.

A majority of the Board shall constitute a quorum for the transaction of business on the conference call.

Except as otherwise provided herein, a simple plurality vote of the Trustees participating in the call at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

SECTION 12. SPECIAL CIRCUMSTANCE – E-MAIL VOTE

Emergency business not able to be carried out by the executive committee or via a conference call and whose delay would present a hardship to the school or board may be accomplished by a vote by e-mail.

The e-mail requesting the vote must meet the following conditions:

- Be initiated by the President or Secretary.
- Contain a clear motion.
- Contain any pertinent background information

After 3 business days for discussion where questions and answers are shared with all trustees, the sender of the e-mail will accept votes. A two-thirds majority vote is required for any action normally requiring a simple majority and a unanimous vote is required for any action normally requiring a two-thirds majority.

ARTICLE VII AMENDMENT OF BY-LAWS

The By-laws may be altered, amended, or repealed, and new By-laws may be adopted by a two-thirds vote of the Board of Trustees, if at least seven (7) days' written notice is given to the Trustees of intention to alter, amend or repeal or to adopt new By-laws at such meeting. Proxies will be accepted provided they are received by 9:00 am the day of the meeting by either electronic or ordinary mail. The address for electronic mail is boardvote@cvms.org. The address for ordinal mail is Chemung Valley Montessori School, 23 Winters Road, Elmira NY 14903, Attn Board Secretary-Board Vote. Proxies may be exercised provided a quorum is present.

ARTICLE VIII COMMITTEES

SECTION 1. NUMBER AND TITLES OF STANDING COMMITTEES: The four (4) standing committees of the Board of Trustees shall be the Executive Committee, the Committee on Trustees, the Finance Committee, and the Fund Development Committee.

SECTION 2. EXECUTIVE COMMITTEE: There shall be an Executive Committee made up of no fewer than five (5) members of the Board of Trustees. The Executive Committee shall consist of the President, the Vice President, the Secretary and Treasurer and the chairpersons of the remaining standing committees. Chairpersons of taskforces and the past Board President may serve as members by invitation of the Board President and approval of the board. The President, or if absent, the Vice President, is the Chairperson of the Executive Committee. The Executive Committee shall act between meetings of the Board to address emergency situations as they arise and ensure the efficient and lawful operation of the school. The Executive Committee shall possess all powers of the Board to act in emergency situations in regard to conduct of the business of the school, except that it shall have no power to amend these By-laws nor to fill vacancies in the Board of Trustees. A vote of the majority of the Executive Committee present at the time of any vote, if a quorum is present at such time, shall be the act of the Executive Committee. "Presence" for purposes of this section is defined in Article VI, Section 4.

In absence of a Human Resources Task Force, the Executive Committee will also arrange for the periodic review of the Head of School.

SECTION 3. COMMITTEE ON TRUSTEES. The Committee on Trustees shall consist of three or more members of the Board of Trustees selected by vote of the Board of Trustees at the September meeting of the Trustees after consultation with the Head of School. Attention shall be given to achieving diversity on the committee. The Committee may also consist of members of the CVMS community of Parents and/or Teachers or other community members who have demonstrated understanding and passion for the mission of CVMS These members must also be approved by the CVMS Board of Trustees.

The Committee shall be chaired by the Vice President or an officer, not the President. The Committee on Trustees shall be responsible for presenting a slate of new members of the Board of Trustees and of officers for election at the May meeting after careful consideration of the needs

of the Board; for leading new Board members through an orientation process, and the continuing orientation of all Trustees; and for leading the evaluation of the Board of Trustees, the individual Trustees and the President.

SECTION 4. FINANCE COMMITTEE: The Finance Committee shall be composed of the Treasurer and such other Members of the Board of Trustees and parents and members of the community at large as possess the requisite financial skills. The Finance Committee shall be responsible for recommending policies for the financial management and operation of the School, including, but not limited to policies regarding purchasing, collection of accounts receivable, accounts payable and investments. The Finance Committee shall be responsible for overseeing the formulation of the budget and for presenting the budget to the Board of Trustees at the annual meeting.

SECTION 5. FUND DEVELOPMENT COMMITTEE. The Fund Development Committee shall be chaired by a member of the Board of Trustees with experience and expertise in large scale fund raising and in developing and carrying out fund raising campaigns. The Fund Development Committee shall be responsible for recommending to the Board policies regarding fund raising, the acceptance of gifts, planned giving, and capital campaigns. The Fund Development Committee shall also be responsible for establishing all fund raising campaigns (except those campaigns to be carried out by the Parent Teacher Organization with the Trustees' consent), and its members shall assume key roles in carrying each campaign to successful conclusion.

SECTION 6 TASK FORCES. The Board may create task forces to address special issues as the board considers necessary. These may include but are not limited to: Facilities, Human Resources, and Strategic Planning

ARTICLE IX HEAD OF SCHOOL

SECTION 1. EMPLOYMENT: The Board of Trustees may employ a Head of School, who shall be under the direction of the Board of Trustees, to carry out the purposes of Chemung Valley Montessori School.

SECTION 2. DUTIES: The Head of School shall be an ex officio member of the Board of Trustees and an ex officio member of all standing committees, and shall exercise initiative in assisting the Board of Trustees to fulfill its responsibilities and shall be responsible for conducting the total program and activities of the school within the framework of the policies established by the Board of Trustees. The Head of School shall be responsible for managing the day to day operation of Chemung Valley Montessori School and may employ additional staff members to fill administrative, professional and staff positions created with the advice and consent of the Board of Trustees to carry out the purposes of the school and may discharge such staff members. The Head of School shall serve as a liaison between the staff and the Board of Trustees and the Parent Teacher Organization and the Board of Trustees.

**ARTICLE X
INDEMNIFICATION**

The Chemung Valley Montessori School may, upon the determination of the Board of Trustees, purchase and maintain insurance on behalf of any Trustee, officer, or other corporate agent against the reasonable expenses and/or attorneys' fees incurred, and/or any judgments, fines and/or amounts paid in settlement, if such person is made or threatened to be made a party to any action or proceeding in his/her capacity as Trustee, officer, or corporate agent or by reason of his/her being or having been a Trustee, officer or corporate agent. Whether or not the Chemung Valley Montessori School will have the power to indemnify any Trustee, officer or corporate agent under any such policies shall be determined by the provisions of the law and the terms of any applicable insurance policies.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of Chemung Valley Montessori School shall begin on July 1 and end on June 30, annually.