

AMENDED
BYLAWS OF THE
CHILDREN'S
HOUSE OF BUCKS
COUNTY

31 May 2024

BYLAWS
THE CHILDREN'S HOUSE OF BUCKS COUNTY

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ARTICLE I. NAME, PURPOSE, LOCATION AND FISCAL YEAR

Section 1. Name

The name of this Corporation shall be The Children's House of Bucks County.

Section 2. Purpose

The Children's House of Bucks County (CHBC) is not-for-profit, private academic school licensed by the Commonwealth of Pennsylvania. The pre-primary classrooms are licensed by the Department of Human Services and the primary classrooms are licensed by the Pennsylvania Department of Education. Its mission is to provide for each student a well-rounded, individualized, educational experience based on Montessori principles. Within a nurturing and family-focused environment, it strives to empower children to grow emotionally, socially and physically, and thereby become responsible, confident, sensitive and peaceful citizens. Its goal is to develop students with strong independent and analytical thinking skills and an enduring love of learning. The corporation is not organized for business purposes or pecuniary profit, and no part of the net earnings thereof shall inure to the benefit of any Member, Director, Officer or individual, whether incidentally or otherwise.

Section 3. Location

The principal office of the Corporation for the transaction of business shall be in Bucks County, Pennsylvania in a location designated by the Board of Directors.

Section 4. Fiscal Year

The Corporation's fiscal year is July through June.

ARTICLE II. MEMBERS OF THE CORPORATION

Section 1. Classes of Membership

There shall be five classes of voting Members of the Corporation: Charter Members, Regular Members, Community Members, Staff Members, and Honorary Members. Membership in this corporation is not transferable or assignable.

Section 2. Charter Members

Charter Members consist of those persons who participated in the original planning and organization of the Corporation, paid \$25.00 to the Corporation before May 31, 1965; and demonstrate continued interest in CHBC by exercising their Corporate voting rights on a consistent basis. Three successive years of not exercising Corporate voting rights automatically disqualifies a person from being a Charter Member. A list of Charter Members is kept on record by the Board of Directors. Each Charter Member shall have one vote per vacancy in the election of the members of the Board of Directors and in the matters presented to the Membership of the Corporation for vote. Charter Members are expected to attend regular and special meetings of the Corporation. All Members of the Corporation are encouraged to participate in furthering the Corporation's mission.

Section 3. Regular Members

Each parent or legal guardian becomes a Regular Member of the Corporation upon the child(ren)'s entrance into the school. A Regular Member shall have one vote per vacancy, and only one vote, regardless of the number children enrolled, in the election of the members of the Board of Directors and in the matters presented to the Membership of the Corporation for vote. Regular Members remain Members of the Corporation until the child(ren) is (are) no longer enrolled in the school. Regular Members are expected to attend regular and special meetings of the Corporation. All Members of the Corporation are encouraged to participate in furthering the Corporation's mission.

Section 4. Community Members

Community Members consist of those persons who have been elected to the CHBC Board of Directors and are presently serving on this Board but are not Charter or Regular Members. A Community member shall have one vote per vacancy in the election of the members of the Board of Directors and in the matters presented to the Membership of the Corporation for vote. Community Members remain Members of the Corporation as long as they are serving on the Board of Directors. Community members are expected to attend regular and special meetings of the Corporation. All Members of the Corporation are encouraged to participate in furthering the Corporation's mission.

Section 5. Staff Members

Staff Members consist of those persons who are currently employed by CHBC with a letter of intent, reporting to the Head of School, who have passed the 90-day provisional period and are in good standing with no performance issues on record. Directresses/Directors, Lead Teachers, Assistant Teachers, Aides, and the Business Manager are all included as Staff Members.

A Staff Member shall have one vote per vacancy in the election of the members of the Board of Directors and in the matters presented to the Membership of the Corporation for vote. Staff Members remain Members of the Corporation until they are no longer employed by CHBC, at which time they are eligible to become Community Members or eligible to be elected as Honorary Members. All Members of the Corporation are encouraged to participate in furthering the Corporation's mission.

Section 6. Honorary Members

Honorary Members consist of those individuals who are elected by the Board of Directors, in recognition of their participating in the planning, organization, education, volunteering and fundraising of or for the Corporation, or for any other reason deemed appropriate by the Board of Directors and demonstrate continued interest in CHBC by exercising their Corporate voting rights on a consistent basis. Three successive years of not exercising Corporate voting rights automatically disqualifies a person from being an Honorary member.

The Board of Directors may elect up to five new Honorary Members during each fiscal year. Therefore, current Honorary Members will participate in advising the Board of Directors about new nominees. A list of Honorary Members is kept on record by the Board of Directors.

Each Honorary Member shall have one vote per vacancy in the election of the members of the Board of Directors and in the matters presented to the Membership of the Corporation for vote. Honorary Members are invited to attend regular and special meetings of the Corporation. All Members of the Corporation are encouraged to participate in furthering the Corporation's mission.

Section 7. Matters to be Voted on by Corporation

Matters to be presented to the Membership of the Corporation for vote may include but are not limited to location changes and Bylaws' changes.

ARTICLE III. MEETINGS OF THE CORPORATION

Section 1. Regular Meetings

There shall be one Regular Meeting of the Corporation annually during the fourth quarter and on or before the last day of school to transact its business. Notice of the purpose, date, time and place of the meeting shall be given by the Secretary of the Board of Directors to all Members of the Corporation at least twenty-eight days prior to the meeting.

Section 2. Special Meetings

Special Meetings of the Corporation may be called by the President of the Board of Directors or upon the written request of either a majority of the Board of Directors or twenty-five percent of the Members of the Corporation. Notice of the purpose, date, time and place of the meeting shall be given by the Secretary of the Board of Directors to all Members of the Corporation fourteen days prior to the meeting, if possible.

Section 3. Meeting Quorum

A quorum shall exist at meetings of the Corporation when the number of Charter, Regular, Community and Honorary Members present in person or by absentee ballot is one-third of the total number of Charter, Regular, Community and Honorary Members.

Section 4. Voting

When a quorum is present, a majority vote of those present shall be sufficient to conduct the business of the meeting except where otherwise indicated. A Member of the Corporation may cast a written absentee ballot no later than the day prior to the Regular or Special Meeting of the Corporation. This ballot must be filed with the Secretary of the Board of Directors.

Section 5. Rules of Order

The rules and procedures contained in Roberts Rules of Order, Revised, shall govern the Corporation in its deliberations.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Members

The Board of Directors shall consist of up to twelve persons, up to seven of whom are elected from the Regular Members of the Corporation (Regular Directors) and up to five of whom are elected from the Community (Community Directors). No employee shall serve as a Director. Community Directors may not be, but may have been Regular Members. The Head of School of CHBC, as approved by the Commonwealth of Pennsylvania State Board of Private Academic Schools, serves as an ex officio nonvoting member of the Board of Directors. The chairpersons of the Parent Teacher Association and all committee of the Corporation also serve as ex officio nonvoting members of the Board of Directors and attend Board meetings when applicable to their committee. Any Members of the Corporation who share legal responsibility for the same enrolled child or children may not serve as voting members on the Board of Directors at the same time.

Section 2. Terms

All Directors are elected for a three-year term on a staggered basis. All Directors may serve no more than two successive three-year terms unless circumstances deemed to require their tenure to continue are identified, in which case a Director's term may be extended by an additional three-year term through a majority vote of the remaining directors. Directors may change their class of membership during their term and remain on the Board until its completion. Directors' terms of office run from July through June of their respective terms. Directors shall not receive any compensation or financial benefit for their services.

Section 3. Election

Voting for the Board of Directors is done by ballot or by registered email matching the email address on file with CHBC. From the date of the election, through the term of the incumbent Directors, the Directors-elect shall be advised of all meetings and activities of the Board of Directors, the Directors-elect shall be advised of all meetings and activities of the Board of Directors and attend the same. Each Member of the Corporation shall have one vote per vacancy of the Board of Directors.

Section 4. Nomination of Board Members

A Nominating Committee is to be comprised of three or more current or former Members of the Corporation chosen on an annual basis by the Board of Directors in January. The chairperson of the Nominating Committee will be appointed by the Board of Directors.

The Nominating Committee shall:

- (a) solicit as many names as possible of potential candidate for all Regular and Community vacancies of the Board of Directors;
- (b) compile the requisite (as determined by the Board of Directors and advised upon by the Nominating Committee) information on the candidates including, but not limited to, educational and professional background, and history of affiliation with the school;
- (c) secure the candidates' consent;
- (d) Obtain the final Parent Teacher Association election ballot to be placed in the same mailing for regular members of the Corporation.
- (e) submit, in collaboration with the Secretary, the information to the Regular, Community, Honorary and Charter Members of the Corporation four weeks prior to the scheduled Regular Meeting of the Corporation;
- (f) tally the votes of the election, and
- (g) publish, within two weeks of the election, the results by candidate, including total possible votes, absentee votes, total votes received, etc.

No member of the Nominating Committee may be a candidate. If a member of the Nominating Committee is nominated and expresses an interest, the said member of the Nominating Committee shall immediately resign from the Nominating Committee and be replaced, if necessary, by another current or former Member of the Corporation chosen by the Board of Directors. The Board of Directors will also nominate another Chairperson if necessary. Nominations for Members of the Board of Directors may not be accepted from the floor during the Regular Meeting.

Section 5. Board Member Duties and Responsibilities

The duties and responsibilities of the Board of Directors include, but are not limited to:

- (a) setting and ensuring adherence to school policy;
- (b) authorizing all expenditures greater than an amount designated by the Board of Directors;
- (c) setting tuition levels;
- (d) approving the Corporation's annual operating budget by June 30th;
- (e) ensuring the annual review of the accounts of the Corporation by a Certified Public Accountant;
- (f) authorizing all investments of funds of the Corporation; acquiring any property right or privilege; and appointing a qualified Head of School, and conducting a regular performance review of the Head of School
- (g) assisting other Directors in fulfilling their individual responsibilities to the Board and the School.

In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by these Bylaws directed or required to be exercised or done by the Members.

All Board Members agree to:

- (a) devote the time necessary for Board activities, including, but not limited to, attendance at all Regular and Special Meetings of the Board of Directors;
- (b) support the mission of the Corporation and remain committed to the Montessori philosophy;

- (c) maintain confidentiality during and after terms of office in all matters presented to the Board;
- (d) avoid engaging in activities which constitute a conflict of interest and refrain from voting on issues in which a conflict of interest has been determined by the Board to exist, and
- (e) refrain from representing him/herself as a spokesperson for the Board without the express authorization of the President.

A member of the Board of Directors of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform their duties as a Director, including their duties as a member of any committee of the Board upon which they may serve, in good faith, in a manner they reasonably believe to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person or ordinary prudence would use under similar circumstances.

In performing their duties, Directors shall be entitled to rely in good faith on information, opinions, reports to statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) one or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person;
- (c) a committee of the Board upon which they do not serve, duly designated in accordance with law, as to matters within its designated authority, which the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if they have knowledge concerning the matter in question that would cause their reliance to be unwarranted. In discharging the duties of their respective positions, the Board of Directors, committees of the Board and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers and customers of the Corporation and upon communities in which schools of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be the best interests of the Corporation.

A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless:

- (a) the Director has breached or failed to perform the duties of their office under this section or
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness

The provisions of this section shall not apply to

- (a) the responsibility or liability of a director pursuant to any criminal statute or
- (b) the liability of a Director for the payment of taxes pursuant to local, State, or Federal law.

Section 6. Board Meetings

The annual meeting of the Board of Directors shall take place in July of each year.

Regular Meetings of the Board of Directors shall be held at least nine times per fiscal year. The Board will generally meet once each month and will hold such meetings in each of at least eight months of the school year. Meetings are scheduled at the beginning of the school year by the Secretary of the Board of Directors as directed by the President at a time, place and date determined by the president.

Special meetings of the Board of Directors may be called within seventy-two (72) hours' notice (unless waived by all Board Members) by the president or upon the written request of three or more Directors. Notice of the time and place of special meetings shall be delivered to each Director. Meetings of the Board of Directors may be held by teleconference or other electronic media.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all Members of the Board of Directors shall individually or collectively consent in writing to such action, and the writing or writings are filed with the minutes of proceedings of the Board of Directors. Directors may provide such written consent by electronic means.

Section 7. Meeting Quorum

A quorum shall exist at meetings of CHBC when the number of members of the Board of Directors present in person or represented by proxy is two-thirds of the total number of active Board Members.

Section 8. Proxies

Every member of the Board of Directors entitled to vote at a meeting of the Board of Directors may authorize another person or persons to act for him or her by written proxy given in paper or electronic form to the Secretary of the Board of Directors in advance of the meeting.

Section 9. Voting

When a quorum is present, a majority vote of those present shall be sufficient to conduct the business of the meeting except where otherwise indicated.

Section 10. Rules of Order

The rules and procedures contained in Roberts Rules of Order, Revised, shall govern CHBC in its deliberations.

Section 11. Removal of a Board Member

A member of the Board of Directors may be removed for cause by a vote of two-thirds of the Members of the Board of Directors. Written notice of the intended removal must be given to the Director concerned by certified mail with return receipt at least ten days prior to the meeting at which the action is to be taken. Causes for removal may include:

- (a) lack of attendance
- (b) felony conviction
- (c) convicted of or pled guilty to a criminal offense involving dishonesty or breach of trust (including, but not limited to, robbery, embezzlement, shoplifting, perjury, forgery, tax evasion, fraud, writing/cashing bad checks or theft)
- (d) behavior detrimental to the image of the school
- (e) any other cause determined on a case-by-case basis by the Board of Directors

Section 12. Resignation of a Member of the Board of Directors

Any Director may resign at any time by giving written notice to the Board of Directors, the Chair, or the Secretary. The resignation shall be effective upon receipt thereof or at such subsequent time as may be specified in the notice of resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 13. Vacancies on the Board of Directors

In the event of a mid-term vacancy on the Board of Directors, the Board of Directors has the option to elect a new Board Member to remain in position only for the remainder of the current fiscal year by unanimous vote, or to hold an immediate election to fill said vacancy. The position may be filled by either a Community member or a Regular (parent) member. A mid-term elected Board Member is to be elected by the Members of the Corporation at the next annual election.

Section 14. Conflict of Interest Policy

The Board of Directors affirms that the directors, officers, administrators, faculty and other employees of CHBC have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of CHBC. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of CHBC. 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 Directors of the circumstances resulting in the potential conflict so that the Board of Directors can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest are:

- (a) Financial Interest.
 - (i) Ownership by the individual directly or indirectly of a material financial interest in any business or firm (i) from which CHBC obtains goods or services, or (ii) which is a competitor of CHBC.
 - (ii) Competition by the individual, directly or indirectly, with CHBC in the purchase or sale of property or any property right or interest.
 - (iii) Representation of CHBC by the individual in any transaction or activity in which the individual, directly or indirectly, has a material financial interest.
 - (iv) Any other circumstance in which the individual may profit, directly or indirectly, from any action or decision by CHBC in which he or she participates, or which he or she has knowledge.

- (b) Inside Information

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

(c) **Conflicting Interests other than Financial**

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

(d) **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, CHBC under circumstances which imply reasonably that such action is intended to influence the individual in the performance of his or her duties.

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

ARTICLE V. OFFICERS OF THE CORPORATION

Section 1. Designations

The Board of Directors shall have the following Officers of the Corporation and such other Officers and assistant Officers as the needs of the Corporation may require:

- (a) President
- (b) Vice-President
- (c) Treasurer
- (d) Secretary

Section 2. Election

Officers of the Corporation shall be elected yearly by the Board of Directors from the Members of the Board of Directors at the first regularly scheduled meeting of the new Board of Directors and immediately assume their respective duties.

Section 3. Term

Officers of the Corporation shall serve for one-year terms, and no Officer shall serve for more than three consecutive terms, unless circumstances deemed to require their tenure to continue are identified, in which case an Officer's term may be extended by an additional one-year term through a unanimous vote of the remaining directors.

Section 4. Duties

(a) **President**

The President shall act as Chairperson of the Board of Directors and shall preside at all Regular and Special Meetings of the Board of Directors and Executive Committee at which he or she is present, execute all documents on behalf of the Corporation, and provide a written report of his/her Presidency to all Members of the Corporation thirty days prior to the Regular Meeting of the Corporation.

(b) **Vice President**

The Vice-President shall discharge the duties of the President in his/her absence or disability and shall have such other duties as may be determined from time to time by the Board of

Directors. The Vice-President shall provide day-to-day direction and supervision of the fundraising activities of the Corporation and provide a periodic synopsis of Board activities of the Head of School for distribution to the members of the Corporation.

(c) **Secretary**

The Secretary shall;

- (i) record attendance, organize proxies, votes and maintain minutes of all meetings of the Corporation and Board of Directors;
- (ii) schedule all meetings of the Corporation and the Board of Directors and send notices to the appropriate persons within the specified time frames as stipulated in the Bylaws;
- (iii) be the custodian of the corporate seal and all books and records of the Corporation except as may otherwise be provided;
- (iv) and provide day-to-day direction and supervision to the Nominating Committee

(d) **Treasurer**

The Treasurer shall be responsible for proposing, in conjunction with the Finance Manager, the upcoming fiscal year operating budget by the April meeting of the Board of Directors; countersigning checks of the Corporation if deemed necessary by the Board of Directors; and assisting the Finance Manager if necessary, in submitting a monthly budget report to the Board of Directors, and submit an Annual Financial Report to the Members of the Corporation by October 1 each year.

Section 5. Removal of an Officer

Officers may be removed for cause by a vote of two-thirds of the Members of the Board of Directors present in person or by proxy at a Regular or Special Meeting of the Board of Directors. Written notice of the intended action must be given to the Officer concerned and to the Members of the Board of Directors at least ten days prior to the Board meeting at which the action is to be taken. Causes for removal may include:

- (a) failure to carry out duties as Officer
- (b) lack of attendance
- (c) felony conviction
- (d) convicted of or pled guilty to a criminal offense involving dishonesty or breach of trust (including, but not limited to, robbery, embezzlement, shoplifting, perjury, forgery, tax evasion, fraud, writing/cashing bad checks or theft)
- (e) behavior detrimental to the image of the school
- (f) any other cause determined on a case-by-case basis by the Board of Directors

In extenuating circumstances, an officer(s) may be removed for cause by a vote of two-thirds of the Members of the Board of Directors present in person or by proxy at a Regular or Special Meeting of the Board of Directors without ten days prior written notice.

Section 6. Resignation of an Officer Position

An Officer shall submit a written resignation to the Board of Directors. The resignation shall be effective upon a receipt thereof or such subsequent time as may be specified in the notice of resignation. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An Officer may resign his position but remain a member of the Board of Directors.

Section 7. Vacancy in an Officer Position

If a vacancy occurs in the office of the President, the Vice-President shall succeed to the office for the remainder of the fiscal year and a new Vice President shall be elected by the Members of the Board of Directors from among the remaining Members for the remainder of the fiscal year. If the vacancy occurs in any of the other Officer positions, a new Officer shall be elected by the Members of the Board of Directors from among the remaining Members for the remainder of the fiscal year.

ARTICLE VI. TRANSACTION OF BUSINESS

The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members of the Board of Directors. Unless otherwise restricted in these Bylaws, no vote or consent of the Members of the Corporation shall be required to make effective such action by the Board. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

ARTICLE VII. ADMINISTRATION

Section 1. Head of School

The Head of School of The Children's House of Bucks County must be approved by the Commonwealth of Pennsylvania, State Board of Private Academic Schools, as Director, and in addition must either hold a diploma from the American Montessori Society or the Association Montessori Internationale or be in pursuit of said credential. The Head of School is responsible to the Board of Directors for the overall operation and administration of the school. The Head of School's responsibilities include but are not limited to:

- (a) the admission process,
- (b) educational programs,
- (c) financial operations, financial or contractual obligations greater than \$1000 and/or 30 days in duration require pre-approval of the Board of Directors.
- (d) staff development,
- (e) personnel administration,
- (f) public relations,
- (g) parent relations,
- (h) marketing,
- (i) communications,
- (j) facilities management,
- (k) records maintenance,
- (l) provide day-to-day guidance and supervision to the Parent Teacher Organization and
- (m) other duties as may be defined from time to time by the Board of Directors.

The Head of School serves as an ex officio member of the Board of Directors and is expected to attend and report at every Regular and Special Meeting of the Board of Directors.

The Head of School serves as an ex officio member of the Board of Directors and is expected to attend and report at every Regular and Special Meetings of the Board of Directors.

Section 2. Finance Manager

The Finance Manager of CHBC will be sourced and recommend for hire by the Head of School. The hiring of the Finance Manager will be subject to approval by a majority vote of the Board of Directors with compensation determined and approved by the Board of Directors.

The Finance Manager shall be generally responsible for the administration and operation of all business and financial affairs of CHBC, including but not limited to; keeping all books and account records, preparation of the annual budget with the assistance of the Head of School and Finance Committee, preparation of monthly budget to actual reports to the Finance Committee, facilitation of the year-end financial statements and Form 990 preparation performed by an independent accountant as selected by the Board of Directors.

Section 3. Other Staff

Teachers and other administrative staff positions shall be sourced by the Head of School. The recommendations for the role, the compensation, and the candidate will be made to The Board of Directors by the Head of School. Upon a majority vote by The Board of Directors approving the terms, the Head of School will provide the letter of intent or terms of employment. Teacher and staff positions may be created and abolished by the Head of School from time to time, and all decisions must be approved by Board majority vote.

ARTICLE VIII. COMMITTEES AND ORGANIZATIONS

Section 1. Appointment

The Board of Directors may, from time to time, appoint and constitute standing and ad hoc committees for such purposes as the Board deems necessary, including but not limited to committees for conducting the Corporation's business for nomination of Directors and fundraising.

Section 2. Chairpersons

The Board of Directors appoints chairpersons of all committees. The Committee Chairperson shall:

- (a) submit written reports on a monthly basis to the Board of Directors;
- (b) attend Board meetings as an ex-officio non-voting member;
- (c) maintain a file of Committee meeting minutes and activities; and
- (d) be responsible to orient his or her successor.

Section 3. Members

Members and employees of the Corporation may serve on committees as appointed by the Committee Chairperson. No Member shall be appointed without his or her knowledge and consent. Members and employees of the Corporation may not receive financial compensation for their time spent in service of the committee or The CHBC Board.

Section 4. Parent Teacher Organization

A Parent Teacher Organization (PTO) shall exist, consisting of the Regular Members of the Corporation that have paid an association fee, set each year at the discretion of the PTO. The PTO will be an organization under the direction and supervision of the Board of Directors, dedicated to:

- (a) supporting the school, its mission and vision and foster a school environment that exemplifies the Montessori philosophy
- (b) encouraging open lines of communication among parents, teachers, and administration
- (c) requiring parents to volunteer their time and talents to achieve these objectives
- (d) directing and coordinating parents support to the school through specific assistance, activities, education programs social functions, and fundraisers
- (e) initiating new programs
- (f) educating our families to become active participants in the school's activities
- (g) ensuring funds raised by the PTO are allocated for specific purposes

The PTO Chairperson shall:

- (h) submit written reports on a monthly basis to the Board of Directors;
- (i) attend Board meetings as an ex-officio non-voting member;
- (j) maintain a file of PTO meeting minutes and activities and submit to the Head of School monthly for inclusion in a central file; and
- (k) be responsible to orient his or her successor.

Section 5. Finance Committee

The Finance Committee shall actively supervise the financial and business operations of CHBC through collaboration with the Head of School, Finance Manager, and with the Treasurer as the de facto Chair of the committee. The Finance Committee will be responsible for reporting to the Board of Directors on all matters related to budgets, financial forecasts, tuition, salaries and other significant investments of CHBC and regularly advise the Head of School and Finance Manager on such matters as they arise.

Nothing herein shall be construed to allow the Finance Committee to act to the exclusion of, or contrary to the expressed direction or policy of the Board of Trustees.

ARTICLE IX. BOOKS AND RECORDS

All documents and records relating to the business affairs of CHBC shall be considered official records and shall, subject to specific exception by the Board of Directors, be regularly filed and kept at the principal offices of CHBC.

CHBC shall keep an original or duplicate record of the proceedings of all Regular and Special Meetings of the Board of Directors and the original or a copy of its Bylaws, including all amendments thereto to date. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at the principal office of the Corporation.

Every member of CHBC shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business, for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. Any such copies made using CHBC equipment will be charged a fee of \$0.10 per page. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other

writing which authorizes the attorney or other agent to so act on behalf of the Member. The demand under oath shall be directed to CHBC at its principal office.

ARTICLE X. ANNUAL FINANCIAL REPORT TO THE MEMBERS

The Annual Financial Report is available upon request to the Members of the Corporation.

ARTICLE XI. NONDISCRIMINATION

No person shall be discriminated against by CHBC on account of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, disability, age (40 or older) or genetic information (including family medical history).

ARTICLE XII. NOTICES

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by electronic mail, to their address appearing on the books of the Corporation, or, in the case of Directors, supplied by them to the Corporation for the purpose of notice. If the notice is sent by mail or by electronic mail, it shall be deemed to have been given to the person entitled thereto when deposited in the mail of a United States Post Office or when confirmation is received that the electronic message has been sent to such person. A notice of meeting shall specify the purpose, date, time and place of the meeting and any other information required by statute or these Bylaws. Whenever any written notice is required to be given under the provisions of the statute or the Articles or Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a Special Meeting of Members, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XIII. AMENDMENTS

These Bylaws may be adopted, amended or repealed at any Regular or Special Meetings of the Board of Directors and proposed amendments or revisions may be submitted by any member of the Corporation to the Board of Directors. After approval by a majority vote of the Board of Directors, the revised bylaws will be shared to all Members of the Corporation both on chbcmontessori.org and by email for review. If there are no objections prohibiting instatement of the amendments within 7 calendar days of distribution, the bylaws will be officially amended. If there is an objection by one-third or more of the Members of the Corporation to the amendments, the Board of Directors will need to review, revise, and vote on the revised amendments. Once they are approved by majority vote, they will again follow the same process

to share with Members of the Corporation. No bylaws will be put into effect, even after majority vote by the Board of Directors, if there is an objection against them by one-third or more of the Members of the Corporation at the time the bylaws are shared.

ARTICLE XIV. INDEMNIFICATION OF THE BOARD OF DIRECTORS AND OFFICERS

The Corporation shall indemnify each of its Directors, Officers, and employees whether or not then in service as such (and his or her executor, administrator and heirs), against all reasonable expenses actually and necessarily incurred by him to her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director, Officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, Officer or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer, or employee may be entitled.

ARTICLE XV. TERMINATION OF THE CORPORATION

In the event of the termination, liquidation, or dissolution of the Corporation, whether voluntary or involuntary, in any manner, for any reason whatsoever, the assets of the Corporation shall be distributed to an organization which is exempt from tax as described in section 501(c)(3) of the Internal Revenue Code.