



ST. JOSEPH MONTESSORI SCHOOL
AMENDED AND RESTATED CODE OF REGULATIONS

ARTICLE I
Name, Registered Office & Agent, Seal

Section 1. Name

The name of this not-for-profit corporation is *St. Joseph Montessori School* (“School” or “SJMS”).

Section 2. Registered Office

The School will have and continuously maintain in the State of Ohio a registered office at 933 Hamlet Street, Columbus, Ohio, 43201, at such other address as the Board of Trustees may from time to time determine.

Section 3. Registered Agent

The registered agent will be the Head of School or such other person, natural or corporate, as the Board of Trustees may from time to time determine, having an address identical to that of the registered office of the School.

ARTICLE II
Purpose & Mission

Section 1. Purpose

The purpose of St. Joseph Montessori School is to provide an educational program embodying the principles and methods of the Montessori system of education. It shall be the policy of the Board of Trustees and the School to conduct itself as a reputable business, institution and independent School. SJMS is as an educational alternative that values and is committed to serving a widely diverse population with varying needs and aptitudes.

Section 2. Mission

To provide a vibrant and engaging learning environment based on the teachings of Dr. Maria Montessori that supports all students’ academic excellence and their ability to become empowered, creative, lifelong learners responsible for themselves, their community and their environment.

ARTICLE III
Membership

Section 1. Members

The members of this School shall consist of:

- (a) Persons who have legal authority over the education of a student enrolled at the School, including parents or legal guardians, provided they are in good financial standing with School
 - (i) Good financial standing shall mean not in default with any payment due to the School.
- (b) Every professional employee of the School.
 - (i) Professional employees of the School shall mean all permanent teaching and administrative staff of the School whether employed full-time or half-time.
- (c) Every member of the Board of Trustees.

The Board of Trustees shall adopt from time to time such procedures, as it deems appropriate, for the implementation and interpretation of this section.

Section 2. Voting Rights

Votes at annual and special meetings and for the election of Trustees shall be distributed as follows.

- (a) Every family will have a single vote. (“Family” refers to those described in Article III, Section 1(a)).
- (b) To the extent that a professional employee of the School is not a part of a family under subsection (a) above, that employee shall have one vote, otherwise subsection (a) above shall control.
- (c) To the extent that a Trustee is not a part of a family under subsection (a) above, or a professional employee of the School, that Trustee shall have one vote, otherwise subsection (a) above shall control.

Section 3. Annual Meeting

An annual meeting of the School shall be held no later than June 1 of each calendar year to celebrate the accomplishments achieved during the year, to receive a report on School’s financial condition and to address any other matters that come properly before the meeting.

The Board shall determine the details for calling and conducting each Annual Meeting, including date, location, notice, agenda and other matters.

Written notice of the annual meeting shall be given to members of the School by regular mail, electronic mail, or any other method deemed appropriate by the Board of Trustees not less than ten (10) calendar days before the date set for the meeting. The written notice shall state the time and place of the meeting and shall specify the purpose for which the meeting is called and all items of business proposed to be discussed.

Section 4. Special Meetings of the Members of the School

Special meetings of the members of the School shall be held at such times and place as may be called by the Board of Trustees or by written petition signed by thirty members of the School, who are not employed by the School regardless of other membership affiliations under Section 3.1(a) to (c). For all special meetings, the purpose of the meeting shall be identified, either by the Board of Trustees or in the written petition. The Board of Trustees shall administer all special meetings.

Written notice of a special meeting shall be given to members of the School by regular mail, electronic mail, or any other method deemed appropriate by the Board of Trustees not less than seven calendar days before the date set for the meeting. The written notice shall state the time and place of the meeting and shall specify the purpose for which the meeting is called and all items of business proposed to be discussed.

Section 5. Meetings Held Through Communications Equipment

Except as otherwise expressly provided herein, Trustees and, to the extent applicable, others, may attend and participate in Board of Trustees meetings, including participation by casting any vote which the Trustee is qualified to cast, in person or via the use of Authorized Communication Equipment. Participating in a meeting via Authorized Communications Equipment shall be considered in "attendance" or "presence" at that meeting for all relevant purposes. For purposes of this Code of Regulations, "Authorized Communications Equipment" shall mean communications equipment by which all persons participating in the meeting can contemporaneously communicate with each other.

Section 6. Quorum

Those Members present in person, by proxy or via Authorized Communications Equipment entitling them to exercise a majority of the votes entitled to be cast shall constitute a quorum for any meeting of Members. In the event of an absence of a quorum at any meeting or any adjournment thereof, a majority of those present in person or by proxy and entitled to vote may adjourn such meeting from time to time. At any adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Proxies

At any meeting of Members, any person who is entitled to attend, or to vote thereat, and to execute consents, waivers or releases, may be represented at such meeting or vote thereat, and execute consents, waivers and releases, and exercise any of his/her other rights, by proxy or proxies appointed by a writing signed by such person and submitted to the Secretary at or before such meeting. Voting by proxy or proxies shall be governed by all of the provisions of Ohio law, including the provisions relating to the sufficiency of the writing, the duration of the validity of the proxy or proxies, and the power of substitution and revocation. Any proxy solicited by the School shall be accompanied by a description of those matters to be voted upon at the applicable meeting to the extent not addressed in the notice of meeting.

Section 8. Action Without A Meeting

Any action which may be taken at any meeting may be taken without a meeting by a writing or writings signed by a majority of the Members or such higher proportion as the action expressly requires. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary and inserted by the Secretary into the permanent records of the School.

ARTICLE IV Board of Trustees

Section 1. General Powers

The School's operations and affairs will be managed by its Board of Trustees, subject to the provisions of law, the Articles of Incorporation and this Code of Regulations. The Board of Trustees shall constitute a Board of Directors and Trustees shall be Directors as such terms are deferred and used in Chapter 1702 of the Ohio Revised Code.

Section 2. Composition, Classification and Qualifications

The number of Trustees will be not less than 9 members (one of whom shall be the Head of School) with the specific number determined by the Board. No reduction in the number of Trustees shall of itself have the effect of shortening the terms of any incumbent Trustee. The Board may have no more than three one-year appointments serving on the Board at the same time.

The Board shall determine and document the elements (including requirements, vetting procedures and other items) for appointment, candidacy, election, nomination and service as a Trustee. Such elements may include agreement to or compliance with SJMS Board Expectations, the SJMS Conflict of Interest Policy (including reasonable and timely disclosure of any economic or financial relationship between Trustee and SJMS) and the Whistleblower Policy as they are then in effect.

Section 3. Election

Trustees shall be elected by the Members at the annual meeting or any special meeting called for the purpose. The Board of Trustees shall nominate candidates to the Members.

Section 4. Annual Trustee Nomination Meeting

At the annual end of year Trustee meeting, Trustees may be elected and officers appointed for the year beginning in September. Trustees may be appointed at other times of the year but an effort will be made by the Governance Committee to complete recommendations by the end of year meeting.

Section 5. Manner of Acting

- (a) Quorum - A simple majority of the Trustees in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be decided upon by the Board at any meeting at which a quorum is not present.
- (b) Majority Vote - Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Trustees present at a meeting at which a quorum is present shall be an act of the Board.
- (c) Hung Board Decisions - On the occasion that Trustees of the Board are unable to make a decision based on a tied number of votes, the Board President shall have the power to swing the vote based on the President's discretion.
- (d) Participation - Except as required otherwise by law, the Articles of Incorporation, or this Code of Regulations, Trustees may participate in a regular or special meeting through the use of any means of communication by which all Trustees participating may simultaneously hear each other during the meeting, including in person, video meeting or by telephonic conference call.

Section 6. Regular Meetings

The Board of Trustees will hold regular meetings at such times and on such dates as they may provide by resolution at their final meeting of each year and by agreement during their regular meetings. The Secretary will give at least two days prior notice to such meetings.

Section 7. Special Meetings

Special meetings of the Board of Trustees may be called after two days' notice is provided to all Trustees at the discretion of the Board President or after two days' notice to all Trustees is provided jointly by any three Trustees.

Section 8. Terms of Office

Elected board members will serve a three-year term. Board members may not serve more than three consecutive three-year terms. Elected board members' terms shall be staggered, with approximately one-third of the members elected each year, except that additional board members may be elected to fill vacancies as provided in this Code of Regulations.

Appointed board members will serve a one-year term. An appointed board member may serve no more than two consecutive one-year terms.

The Governance Committee will keep track of years of service and notify the Board President of terms needing decisions in time for the annual Trustee Nomination Meeting.

Section 9. Vacancies

Any vacancy occurring before the end of term for a Trustee may be filled by appointment by the Board of Trustees until the vacancy can be filled by election. A Trustee, so elected, will complete the unexpired term of that Trustee whose vacancy is thus filled.

Section 10. Removal of Trustees

One or more, but not all of the Trustees of this corporation, may be removed for cause or no cause upon the affirmative majority vote of the Trustees. Examples of just causes include but are not limited to: failure to perform the duties specified in this Code of Regulations; failure to attend any three meetings of the Board of Trustees in any corporate year unless such absence is excused by the Board of Trustees; misconduct, fraud or dishonesty or other failure to fulfill the responsibilities of a Trustee. The Board President will initiate the action of removal by informing the Trustee in writing of its intention. The Board President will also inform the Board of Trustees of its intention. The Trustee has the right to present explanations of his/her actions which have brought forth the removal actions. The explanations must be submitted to the President in writing, and the Trustee may present explanations in person to the Board of Trustees at its next meeting. Having heard explanations, the Board of Trustees will decide upon removal by secret vote. The decision of the Board will be communicated to the Trustee by the Board President. Any such removal will be without prejudice to contractual rights, if any, of the person so removed.

Section 11. Meetings Held Through Communications Equipment

Except as otherwise expressly provided herein, Trustees and, to the extent applicable, others, may attend and participate in Board of Trustees meetings, including participation by casting any vote which the Trustee is qualified to cast, in person or via the use of Authorized Communication Equipment. Participating in a meeting via Authorized Communications Equipment shall be considered in "attendance" or "presence" at that meeting for all relevant purposes. For purposes of this Code of Regulations, "Authorized Communications Equipment" shall mean communications equipment by which all persons participating in the meeting can contemporaneously communicate with each other.

Section 12. Action Without A Meeting

Any action which may be taken at any meeting may be taken without a meeting by a writing or writings signed by all of the Trustees or by means of Authorized Communications Equipment that contains the approval or affirmative vote of the Trustees. The writing or writings evidencing such

action shall be filed with the Secretary and inserted by the Secretary into the permanent records of the School.

Section 13. Board Bylaws

The Board shall adopt bylaws addressing certain administrative, procedural and operational matters with respect to the Board, including, but not limited to, Trustee expectations and qualifications, conflict of interest policies and whistleblower policies.

ARTICLE V Head of School

Section 1. General Powers

The Head of School is, in effect, the Chief Executive Officer of SJMS and is appointed and evaluated by the Board of Trustees. The Board of Trustees shall approve the Head of School's contract and annual compensation. The Head of School and the Treasurer have the authority to sign checks. The Head of School does not have a vote on the Board but is an ex-officio member. Head of School responsibilities include: daily operations of the School; personnel management, hiring and firing; ex-officio member of all Board committees; liaison to the School's Parent Association, and; all other management and leadership functions of a CEO.

Section 2. Compensation & Review

The Head of School's compensation will be decided by the Board of Trustees upon hiring. The Board of Trustees will clearly communicate to the Head of School its expectations regarding the duties and responsibilities. Annually, the Board of Trustees will complete a professional evaluation of the Head of School, which will be discussed at the last Trustee meeting of the school year. The results of this evaluation will be shared with the Head of School, in person and in writing, by the Board President.

ARTICLE VI Notices

Section 1. Methods

Whenever notice is required to be given to any Trustee, it will not be construed to mean personal notice. Such notice will be given in writing by US mail, or other electronic form, addressed to the Trustee at the addresses appearing on the books of this School. This notice will be deemed to have been constructively received three days after the time that the notice was issued or sent.

ARTICLE VII Officers

Section 1. Officers

The officers of the Board will be the President, the Vice President, the Secretary and the Treasurer. Trustees may hold one office at a time.

Section 2. Election

Officers shall be elected by the Board of Trustees by a majority vote.

Section 3. Term of Service for Officers

Each individual officer may hold an officer position for no more than three one-year terms of office or until his/her successor has been qualified and elected, excluding the Head of School position, which does not have a term limit.

Section 4. Compensation

No officer of the Board, other than the Head of School, will receive any salary or compensation for his/her services.

Section 5. Removal of Officers

Any officer elected by the Board of Trustees may be removed by the Board of Trustees by a majority of the members of the full Board whenever, in its judgment, the best interests of the School would thereby be served. The process will follow the same protocol as Article IV, Section 10.

Section 6. Vacancies

In the event of a vacancy in any officer position because of death, resignation, removal or any other means, the Board will fill the position by an existing Board member until such time as a formal appointment can be made.

Section 7. President

The Board President shall preside at all meetings of the Board of Trustees. Subject to the provisions of this Code of Regulations, the Board President may, in such case the Treasurer is unable to, sign, with the Secretary as attesting witness, any deeds, mortgages, bonds, contracts, or other instruments, which have been duly authorized by the Board of Trustees to be executed. The Board President will perform such other duties as the Board of Trustees delegates to him or her.

Section 8. Vice President

Should the President be unable to be present or complete his/her duties, the Vice President will perform the President's duties. The Vice President shall in general perform all the duties incident to the office of Vice President and such other duties as from time to time may be assigned to him/her by the Board of Trustees.

Section 9. Secretary

The Secretary will take the minutes of the meetings of the Board of Trustees and will record and keep the minutes electronically in the Board of Trustees content/work management tool. These minutes must be approved by the full Board of Trustees before becoming the official minutes of the Board. The Secretary: provides notices duly given in accordance with the provisions of this Code of Regulations and as required by law; maintains the records of the Board of Trustees, including but not limited to, survey results undertaken at the behest of the Board; receive, count, and tally ballots from elections records of all votes cast in elections for members of the Board of Trustees and maintain records of such votes; perform all duties incident to the office of Secretary and other duties as from time to time may be assigned by the Board President or the Board of Trustees.

Section 10. Treasurer

The Treasurer shall submit a report of the School's accounts at each regular meeting of the Board of Trustees. The Treasurer shall have access to all information recorded and maintained by the Head of School and by the School's Business Manager. The Treasurer, along with the Head of School, is responsible for monitoring all funds and securities of the School. The Business Manager will make available to the Treasurer all information requests regarding receipts for moneys due and payable to the School from any source whatsoever, and deposits in the name of the School in banks, trust companies, or other depositories as will be selected in accordance with the provisions of this Code of Regulations; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Trustees.

Section 11. Return of Records

On or before his/her last day in office, each officer will return all books and records of the School in his/her possession to the registered office of the School.

ARTICLE VIII Committees

Section 1. Appointment and Duties

The Board President, with the approval of the Board of Trustees, will appoint such standing and special committees as are necessary for the purpose of making recommendations to the Board of Trustees in furtherance of the purposes and principles of the School.

After vetting by the Governance Committee, each year the Board of Trustees shall review and approve the Charter for each standing committee. The respective Charters for other committees, task forces and work groups shall be determined and adopted by the Board of Trustees at time of their respective creation. Each Charter shall set out accountabilities, deliverables, leadership, life, membership, reporting, scope and other items as determined by Board.

Standing Committees will include but are not limited to:

1. Governance
2. Finance & Audit
3. Development
4. Facilities & Grounds

Ad Hoc Committees may include but are not limited to:

1. Compensation
2. Strategic Planning

Section 2. Qualification

Only Board of Trustee members may be members of the Governance Committee. However, a person need not be a Trustee to be a member of the other committees. This person may be a community member, employee, or parent selected by the Board President or Head of School and approved by the Board of Trustees.

Section 3. Standing Committees

Each Standing Committee shall adopt a Committee Charter that governs the roles and responsibilities of the Committee. Each Standing Committee shall also report regularly to the Board.

- (a) Governance Committee: The Governance Committee shall periodically assess the Board's governance activities and provide guidance to the Board with respect to the revision, update and improvement of such activities. The Governance Committee shall facilitate the processes for the nomination and evaluation of candidates for appointment as Trustees and officers and shall perform a periodic review of the School's governance documents.
- (b) Finance & Audit Committee: The purpose of the Committee is to act for the Board in fulfilling the fiduciary duties of overseeing financial operations.
- (c) Development Committee: The Committee supports the mission, goals and programs of the School through an effective development plan, including: fundraising efforts undertaken by the Board; community outreach and education efforts to inform the local community

about the School and all it has to offer; and determination and evaluation of philanthropic revenue streams to ensure the ongoing ability of the School's mission.

- (d) Facilities & Grounds Committee: The committee meets as needed with the Head of School and the School's Facilities Manager to ensure all building and grounds maintenance and initiatives are being adequately managed in keeping with the budget, mission, and relevant laws.

Section 4. Ex Officio Membership on Committees

The Head of School and Board President shall be ex officio members of all Standing and Ad Hoc committees unless they are otherwise an actual member of such committee.

Section 5. Attendance at Board of Trustees Meetings

The Board of Trustees may request any or all committee members to attend its Board meetings.

Section 6. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. All committee chairs and committee members will serve at the pleasure of the appointing authority.

Section 7. Quorum

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the committee members present at a meeting at which a quorum is present will be the act of the committee.

Section 8. Rules and Reports

Each committee may adopt rules for its own governance not inconsistent with this Code of Regulations. Actions taken at a meeting of any committee will be reported to the Board at its next meeting following the committee meeting.

Section 9. Return of Records

On or before his or last day in office, each committee chair will return to the registered office of the School all books and records of the School of any kind in his/her possession.

ARTICLE IX

Contracts, Checks, Deposits and Funds

Section 1. Legal Documents

Consistent with this Code of Regulations, the Board of Trustees may authorize any officer(s) as agent(s) of the School, in addition to or in place of the officers so authorized by this Code of Regulations, to enter into any contract or execute and deliver any instrument whether for the payment of money or the acknowledgement of indebtedness or otherwise in the name of and on behalf of the School.

ARTICLE X

Audit

Section 1. Annual Audit

The financial records of the School shall be audited annually for the fiscal year ending June 30 by a qualified auditor selected by the Finance Committee and approved by the Board of Trustees.

Section 2. IRS Annual Information Returns (Form 990)

The School shall submit the Form 990 to its Board of Trustees prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the Form 990 is required under Federal law, the School's Form 990 shall be submitted to each member of the Board of Trustees.

ARTICLE XI General Provisions

Section 1. Indemnification

The School shall indemnify, subject to the limitations set forth below any person who is a party, or who is threatened with being made a party, to any potential, pending, or completed legal action, suit, or proceeding by reason of the fact that such person is or was a Trustee or officer of the School. This indemnification applies whether the legal action is civil, criminal, administrative, or investigative in nature. Said indemnification shall include all judgments, reasonable settlement amounts, appeals of such legal actions, and reasonable attorney's fees.

- (a) The party to be indemnified shall have acted in good faith and in a manner the party reasonably believed not to be contrary to the best interest of the School. In a criminal proceeding, the party to be indemnified shall not have had reasonable cause to believe that the party's alleged conduct was unlawful. The termination of the legal action by adverse judgment, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in and of itself create a presumption that the indemnified person did not act in good faith. If a majority of the Board of Trustees approves in a vote at a properly noticed and called meeting, the School shall pay the costs and expenses of the person to be indemnified as they are incurred.
- (b) No indemnification shall be made in any of the following:
 - (i) Any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the School unless, and only to the extent that, the court of common pleas, or the court in which the action was brought, determines, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as said court considers proper.
 - (ii) Any claim or suit in which liability is asserted against a Trustee and that liability is asserted only pursuant to section 1702.55 of the Ohio Revised Code.
- (c) To the extent that a Trustee or officer of the School has been successful on the merits or otherwise in defense of any action, suit, or proceedings referred to in this section or in defense of any claim, issue, or matter in any such action, suit, or proceeding, the person shall be indemnified against the expenses, including attorney's fees, actually and reasonably incurred by the person in connection with that action, suit, or proceeding. Unless otherwise ordered by a court and subject to subsection (d) of this Article, any indemnification under this section shall be made by the School only as authorized in the specific case, upon a determination that indemnification is proper under the circumstances, because the person has met the applicable standard of conduct as set forth in this Article. Such determination shall be made in any of the following manners:

- (i) By a majority vote of the Trustees who were parties and were not threatened to be made parties to the legal action or to any other action, suit, or proceeding arising from the same or similar operative facts.
 - (ii) If quorum is not obtainable, or even if obtainable, if a majority of such quorum of disinterested Trustees so directs, by independent counsel.
 - (iii) By the court in which the action, suit, or proceeding referred to in this section was brought.
- (d) The indemnification provided by this Article shall not be deemed exclusive and shall not limit any person's right to indemnification from other sources as directed by law, the Articles of Incorporation, other agreements, insurance, vote of the Board of Trustees, or otherwise. This Article shall apply to such agents of the School as are designated at any time by the Board of Trustees.
- (e) It is the intent of this section to comply with all applicable laws of the State of Ohio and specifically Section 1702.12 of the Ohio Revised Code. If any part of this Article is found, in any action, suit, or proceeding to be invalid, the remaining parts shall continue in full force and effect.

Section 2. Operational Limitations

The Articles of Incorporation should include a clause that prohibits the nonprofit organization from undertaking activities that are specifically not permitted for Federal Income Tax exempt organizations under Section 501(c) (3) or Section 170(c) (2) of the IRS Code of 1954.

Section 3. Dissolution Clause

The Articles of Incorporation should include a clause specifying that if the nonprofit organization is dissolved in the future, its Assets shall be disposed of only to another 501(c)(3) exempt organization(s).

ARTICLE XII Amendment

Section 1. Amendment

This Code of Regulations may be amended from time to time, or new regulations may be adopted, by the affirmative vote of a majority of the Members at any meeting called and held for that purpose at which there is a quorum, notice of which meeting has been given, or without a meeting by the written consent of a majority of the Members.

* A list of current Trustees and their contact information is available at all times in the Business Office and provided to all members of the Board.
