



**AMENDED AND RESTATED BYLAWS  
OF  
ALLEGANY ASSOCIATION FOR CHILDHOOD EDUCATION, INC.**

**ARTICLE I  
THE CORPORATION**

**SECTION 1. NAME**

The name of the corporation is **Allegany Association for Childhood Education, Inc.**, (hereinafter, the “**Corporation**”). The Corporation shall conduct business under the trade name “Beginnings Montessori School” which trade name shall be registered with the Maryland State Department of Assessments and Taxation, said registration to be renewed from time to time, as required by applicable law.

**SECTION 2. OFFICE**

The principal office of the Corporation shall be located at 209 Baltimore Street, Cumberland, Maryland 21502 or at such other location where the school is physically located.

**SECTION 3. PURPOSES**

The activities of the Corporation shall be the operation of a school in accordance with the basic principles developed by Dr. Maria Montessori, known as the Montessori Method; operated exclusively as a charitable, educational, research and literary organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, as from time to time amended.

**ARTICLE II  
MEMBERS**

**SECTION 1. ELIGIBILITY**

The Members of the Corporation shall be divided into the following:

(a) The parents or guardians (hereinafter “**parents**” shall refer to both natural parents or legal guardians) of students admitted to or attending the School, and (b) the

teachers and staff of the School shall be members of the Corporation (the “**Members**”) with such rights and privileges as set forth herein.

Each family enrolled at Beginnings at the time of any applicable vote shall represent one (1) vote to be voted by such student(s)’ parent or guardian on each matter submitted to a vote at meetings of the Members (the “**Student Votes**”). Each Member that is a teacher or staff member of the School at the time of the applicable vote and is employed full time shall be entitled to one (1) vote on each matter submitted to a vote at meetings of the Members (the “**Staff Votes**”). At the discretion of the board of directors of the Corporation (the “**Board of Directors**” or “**Board**”) and subject to any guidelines and procedures that the Board of Directors may adopt from time to time and the provisions set forth in this Article II, Section 1, Members that are entitled to vote, may vote either in person or by absentee ballot.

Membership, and all rights flowing therefrom, shall be suspended for any parent or guardian in the event they are ninety (90) or more days in arrears with respect to tuition payments or any other sums due to the Corporation, said suspension to terminate at such time as all payments are brought current.

## **SECTION 2. ANNUAL MEETINGS**

The annual meeting of the Members shall be held on such date within the month of May as may be fixed from time to time by the Board. Not less than ten (10) days nor more than ninety (90) days written notice stating the place, day and hour of each annual meeting shall be given in the manner provided by Article VII, Section 1 hereof.

## **SECTION 3. SPECIAL MEETINGS**

At any time in the interval between annual meetings, special meetings of the Members may be called by the President, by a majority of the Board of Directors or by a majority of the Members. Not less than ten (10) days’ nor more than ninety (90) days’ written notice stating the place, day and hour of such meetings and the matters proposed to be acted on thereat shall be given in the manner provided in Article VII, Section 1. A request for a special meeting shall state the purpose of the meeting and the matters proposed to be acted on at it. The Board of Directors shall have sole power to fix the date and time of the special meeting.

## **SECTION 4. PLACE OF MEETINGS**

All meetings of the Members shall be held at the principal office of the Corporation in the State of Maryland or at such other place within the United States as may be fixed from time to time by the Board of Directors and designated in the notice.

## **SECTION 5. QUORUM**

At any meeting of the Members the presence in person or by absentee ballot of forty percent (40%) of the aggregate number of Student Votes and Staff Votes

shall constitute a quorum. In the absence of a quorum, the Members present, by majority of the Student Votes and the Staff Votes present and without notice other than by announcement, may adjourn the meeting from time to time, but not for a period exceeding sixty (60) days until a quorum shall attend.

#### **SECTION 6. ADJOURNED MEETINGS**

A meeting of the Members convened on the date for which it was called (or one adjourned to achieve a quorum as provided in Article II, Section 5) may be adjourned from time to time without further notice to a date not more than sixty (60) days after the initial meeting date, and any business may be transacted at any adjourned meeting which could have been transacted at the meeting as originally called.

#### **SECTION 7. VOTING**

A simple majority of the Student Votes and the Staff Votes entitled to be cast at a meeting of Members, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting (except that a plurality of all the Student Votes and the Staff Votes cast at a duly called meeting at which a quorum is present is sufficient to elect a director unless more than a majority of Student Votes and Staff Votes cast is expressly required by applicable law, these Amended and Restated Bylaws or the Articles of Incorporation of the Corporation, as amended (the “**Articles of Incorporation**”).

#### **SECTION 8. INFORMAL ACTION BY MEMBERS**

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a unanimous consent which sets forth the action is given in writing or by electronic transmission by each Member entitled to vote on the matter and filed in paper or electronic form with the records of Members meetings.

### **ARTICLE III** **BOARD OF DIRECTORS**

#### **SECTION 1. POWERS**

The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. All powers of the Corporation may be exercised by or under the authority of the Board of Directors. The Board of Directors shall keep minutes of its meetings and full and fair accounts of its transactions and shall issue an annual report, including a financial statement and a report on the general condition of the Corporation.

#### **SECTION 2. NUMBER; TERM OF OFFICE; QUALIFICATIONS**

The number of directors of the Corporation shall be not more than fifteen (15) and not less than six (6), the majority of whom shall be directors who possess a high level of knowledge and an expertise in education and/or a high level of knowledge and expertise concerning the successful administration of a business or nonprofit. At least one (1) member of the Board of Directors shall have knowledge or experience in the Montessori Method of education. Except for the initial term of office, not less than one-third (1/3), and not more than two-thirds (2/3) of the directors must be parents of pupils in the School; provided, however, that such number may be increased or decreased, within the limits set forth herein, from time to time by vote of a majority of the directors then in office. The Lead Teacher shall be an ex-officio member of the Board.

The Board of Directors shall determine the number of seats available for the election of directors. Notice of the number of available seats shall be given in the notice of the annual meeting of the Members. The election of directors shall be held at the annual meeting of the Members.

Any reference made herein to the Board or the Board of Directors shall refer not to the full compliment of directors authorized hereby but rather shall refer to the number of directors who have been either elected to the office or appointed and who have not been removed from office.

Except as indicated below, Directors shall hold office for three (3) year terms or until their successor is elected and qualified (or until their earlier death, resignation or removal). The directors shall be divided into three (3) classes (each a “Cohort” and collectively, the “Cohorts”) as nearly equal in number as possible, with the term of office of one Cohort of directors expiring in each year. If the number of directors is changed, any increase or decrease shall be apportioned among the Cohorts so as to maintain the number of directors in each Cohort as nearly equal as possible, and any additional director of any Cohort shall, hold office for a term that shall coincide with the remaining term of that Cohort, but in no case shall a decrease in the number of directors shorten the term of any incumbent director.

In the initial term, Cohort 1, which shall be the President, Treasurer, and Director of Growth and Development, shall each serve a term of 3 years; Cohort 2, which shall be the Vice President, Secretary and Director of Quality, shall each serve a a term of 2 years; and Cohort 3, which shall be the Director of Fundraising, Director of Facility, and Director of Parent and Family Relations shall each serve a term of 1 year. After the initial term just identified, each subsequent term for all Cohorts will be 3 years.

### **SECTION 3. ROLES AND DUTIES OF CERTAIN OFFICERS AND DIRECTORS**

The Members shall elect a President, Vice President, Treasurer, Secretary, Director of Growth and Development; Director of Fundraising, Director of Facility, and Director of Parent and Family Relations, Director of Quality with the following duties:

(a) The President shall preside at meetings of the Members and of the Board of Directors. The President shall facilitate the mission and vision of the School. The President shall have such other duties as, from time to time, may be assigned to the President by the Board of Directors. The President is Chair of the Executive Committee.

(b) The Vice President shall have all duties and responsibilities assigned by the President or the Board, and shall act as President in the President's absence. The Vice President is Chair of the Governance Committee.

(c) The Treasurer shall be the Chief Financial Officer of the Corporation and shall have the general supervision over its finances. The Treasurer shall perform such other duties as may be assigned to him or her by the President or the Board. If required by resolution of the Board, the Treasurer shall furnish bond (which may be a blanket bond) with such surety and in such penalty for the faithful performance of his or her duties as the Board may from time to time require, the cost of such bond to be defrayed by the Corporation. The Treasurer shall insure compliance with the Fiscal Policies set forth in Article V hereof. The Treasurer is Chair of the Finance Committee.

(d) The Secretary shall keep the minutes of the meetings of the Members and of the Board and shall attend to the giving and serving of all notices of the Corporation required by law or these Amended and Restated Bylaws. The Secretary shall maintain at all times in the principal office of the Corporation at least one copy of these Amended and Restated Bylaws with all amendments to date, and shall make the same, together with the minutes of the meeting of the Members and the annual statements of affairs of the Corporation on file at the office of the Corporation, available for inspection by any officer, director or Member during reasonable business hours. The Secretary shall perform such other duties as may be assigned to him or her by the President or by the Board. The Secretary is Chair of the Communications Committee.

(e) The Director of Fundraising shall raise funds for the Corporation. The Director of Fundraising shall perform such other duties as may be assigned to him or her by the President or by the Board. The Director of Fundraising is Chair of the Fundraising Committee.

(f) The Director of Facility shall be responsible for overseeing all matters concerning the facility. The Director of Facility performs such other duties as may be assigned to him or her by the President or by the Board. The Director of Facility is Chair of the Building Committee.

(g) The Director of Growth and Development shall be responsible for marketing, outreach and developing relationships within the School and between the community and the School, and other growth related concerns of the Corporation. The Director of Growth and Development shall perform such other duties as assigned to him or her by the President or by the Board. The Director of Growth and Development is Chair of the Growth and Development Committee.

(h) The Director of Parent and Family Relations shall be responsible for organizing parents and the parent volunteer policy. The Director of Parent and Family Relations shall perform such other duties as may be assigned to him or her by the President or by the Board. The Director of Parent and Family Relations is Chair of the Organized Parent Group.

(I) The Director of Quality shall be responsible of overseeing the quality of School curriculum and educational resources. The Director of Quality shall perform such other duties as may be assigned to him or her by the President or by the Board. The Director of Quality is the Chair of the Quality Committee.

The President, Vice President, Secretary and Treasurer shall be officers of the Corporation. The Director of Fundraising, Director of Facility, Director of Parent and Family Relations, Director of Growth and Development and Director of Quality shall not be officers of the Corporation and shall not have the authority to act on behalf of the Corporation.

#### **SECTION 4. REMOVAL OF DIRECTORS AND OFFICERS ELECTED BY MEMBERS**

At any annual or special meeting of the Members called in the manner provided for by these Amended and Restated Bylaws, the Members, by the affirmative vote of no less than sixty-six percent (66%) of the total number of Student Votes and Staff Votes, may remove any director(s) or officer(s) elected by the Members from office with or without cause. The resulting vacancy shall be filled by a plurality of the Student Votes and Staff Votes at such annual or special meeting. A director or officer elected by the Members to fill a vacancy shall serve for the unexpired term and until his or her successor is elected and qualifies (or until their earlier death, resignation or removal). At the discretion of and by majority vote of the Board of Directors, a director may be removed pursuant to Section 5 of this Article III or for cause.

#### **SECTION 5. BOARD RESPONSIBILITIES**

All directors are expected to chair at least one (1) committee (though there is no prohibition against serving on additional committees). If a director fails to chair (or fails to actively participate as chair, as determined by the Board in its sole discretion) at least one (1) committee of the Board, he or she shall be automatically be removed from the Board. If a director misses two (2) Board or committee meetings in a row without valid excuse (as determined by the Board in its sole discretion and evidenced by an entry in the minutes of the applicable meeting), he or she shall be automatically removed from the Board. If a director fails to attend half of the scheduled Board meetings in a calendar year without valid excuse (as determined by the Board in its sole discretion and evidenced by an entry in the minutes of the applicable meeting), he or she shall automatically be removed from the Board. Board attendance – and absences – will be published with the minutes of the proceedings of the Board. The chairs of the Governance Committee and of the Board will review attendance at Board and committee

meetings and report periodically to the Board on any directors who have not fulfilled their participation requirements as set forth in this Article III, Section 5. Persons identified as having missed two (2) consecutive meetings (or more than half in a year) without valid excuse (as determined by the Board in its sole discretion and evidenced by an entry in the minutes of the applicable meeting) will be provided the opportunity to present any extenuating circumstances that caused their absences and the Board, in its sole discretion, may decide whether to excuse the absences. If a director violates the Corporation's conflict of interest, he or she is subject to removal from the Board by a majority vote of the Board

#### **SECTION 6. ANNUAL MEETING; REGULAR MEETINGS**

As soon as practicable after each annual meeting of the Members, the Board of Directors shall meet for the purpose of organization and the transaction of other business. No notice of the annual meeting of the Board of Directors need be given if it is held immediately following the annual meeting of the Members at the same place. Other regular meetings of the Board of Directors may be held at such times and at such places, within or without the State of Maryland, as shall be designated in the notice for such meeting by the party making the call. All annual and regular meetings shall be general meetings, and any business may be transacted thereat.

#### **SECTION 7. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, or by a majority of the directors. Special meetings may be held at such times and at such places, within or without the State of Maryland, as shall be designated in the notice for such meeting by the party making the call.

#### **SECTION 8. QUORUM; VOTING**

A majority of the total number of acting members of the Board of Directors shall constitute a quorum for the transaction of business at every meeting of the Board of Directors; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period exceeding ten (10) days at any one time or thirty (30) days in all, without notice other than by announcement at the meeting, until a quorum shall attend. In any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as hereinafter provided or as otherwise provided by the Articles of Incorporation or these Amended and Restated Bylaws, directors shall act by a vote of a majority of those directors then in office at a meeting at which a quorum is present. In the event of a tie, the President's vote shall be a tie-breaking vote.

#### **SECTION 9. NOTICE OF MEETINGS**

Notice of the time and place of every regular meeting of the Board of Directors shall be given to each Member in the manner provided in Article VII, Section 1 hereof. Subsequent to each Board meeting, and as soon as practicable thereafter, each Member shall be furnished with a copy of the minutes of said meeting. At least twenty-four (24) hours' notice shall be given of all meetings. The purpose of any regular meeting of the Board of Directors should be stated in the notice.

Notice of the time and place of any special meeting of the Board of Directors shall be given to each director in the manner provided in Article VII, Section 2 hereof. Subsequent to each special meeting of the Board, and as soon as practicable thereafter, each director shall be furnished a copy of the minutes of said meeting.

#### **SECTION 10. VACANCIES**

Subject to Article III, Section 4 hereof, if the office of a director or officer becomes vacant for any reason other than an increase in the size of the Board, the Board may fill such vacancy by a vote of a majority of the members of the Board. If the vacancy occurs as a result of an increase in the number of directors' seats as permitted by Article III, Section 2, such seat may be filled by the vote of a majority of the total number of then acting directors. A director or officer elected by the Board of Directors to fill a vacancy shall serve for the unexpired term and until his or her successor is elected and qualifies (or until their earlier death, resignation or removal).

#### **SECTION 11. RULES AND REGULATIONS**

United by our common purpose, participants in meetings of the Board of Directors and its committees should assume the best intentions of others as we conduct the business of the corporation. Such meetings are an attempt to build consensus. Thus, participants in the deliberations of these bodies should follow the basic tenets of the consensus building approach:

- a. Express concerns in an unconditionally constructive manner.
- b. Engage in active listening.
- c. Disagree without being disagreeable.
- d. Strive for the greatest degree of transparency possible.

The spirit of cooperation and collaboration at such meetings should be generally in line with the following four rules of conduct followed by the United States Constitutional Convention (modernized slightly):

(a) Participants must be of quiet and peaceable behavior and of civil conversation.

(b) Whilst a member is speaking, none shall pass between them, or hold discourse with another, or read a book, pamphlet, or paper, in print or digital/electronic format.

(c) Participants shall strive to ensure that in deliberation each member shall have the opportunity to speak (if he or she wishes to speak) with respect to the issue at hand.

(d) Participants will be respectful of others and will not monopolize the time of any deliberation.

## **SECTION 12. CONFLICT OF INTEREST**

Any director, officer, key employee, or committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt conflict of interest policies requiring:

- Regular annual statements from directors, officers, key employees to disclose existing and potential conflict in interest; and,
- Corrective and disciplinary actions with respect to transgressions of such policies.

For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, trustee or officer of, or has a significant financial or influential interest in the entity contracting or dealing with the Corporation.

## **SECTION 13. INFORMAL ACTION BY THE DIRECTORS**

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all Members of the Board sign a written consent to such action and such consent is filed with the minutes of the Board.

## **SECTION 14. TELEPHONE/ELECTRONIC CONFERENCE**

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar

communications if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## **SECTION 15. RESIGNATION**

Any director or officer may resign from his or her office at any time upon at least two weeks written notice to the Board of Directors. The acceptance of resignation shall not be required to make it effective.

## **ARTICLE IV COMMITTEES**

### **SECTION 1. STANDING COMMITTEES**

The standing committees (the “**Standing Committees**”) shall consist of the following: Executive Committee, Governance Committee, Finance Committee, Quality Committee, Growth and Development Committee, Communications Committee, Fundraising Committee, Building Committee, and Organized Parent Group.

Each Standing Committee shall be chaired by a member of the Board of Directors. Each Standing Committee may also designate persons, including Members, who are not members of the Board of Directors to serve as advisors to each Standing Committee or other committees or sub committees of the Board of Directors. When so designated, such persons, including Members, shall participate in the activities of the applicable committee or sub-committee, but shall not thereby be charged with, or have the responsibilities and obligations of, members of the Board of Directors as such, and shall be deemed to be serving in an advisory capacity only. The Board may, from time to time, appoint other committees and committee chairs with such functions as determined by the Board, in its sole discretion. The chairs of any committee shall report to the Board of Directors.

### **SECTION 2. EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the President, Vice President, Treasurer, and Secretary. The duties of this committee shall be to recommend actions to be taken by the Board, interpret policies and actions of the Board, and, subject to applicable law, exercise the powers and functions of the Board as may be necessary between meetings of the Board.

### **SECTION 3. FUNDRAISING COMMITTEE**

The Fundraising Committee assists in coordinating efforts to meet the School’s financial needs. The Fundraising Committee also works closely with other groups raising funds on behalf of the School to ensure the most effective development of resources and community support.

#### **SECTION 4. BUILDING COMMITTEE**

The Building Committee assists in creating a well-maintained learning environment for the students of the School. The Building Committee reviews the current status and future needs of the School's facilities. Members of the Building Committee establish an on-going maintenance plan and help to develop and carry out needed refurbishing and renovation projects for the School.

#### **SECTION 5. GOVERNANCE COMMITTEE**

The Governance Committee assesses the needs of the Board of Directors and makes suggestions for including or replacing board members. The Governance Committee will also make recommendations for the ongoing successful governance of the School, and participating in the hiring of staff. The Governance Committee shall be responsible for nominating a slate of community board members (the "**Community Board Members**") to be chosen each year, who provide the expertise and experience supportive to the continued growth and depth of knowledge of the Board of Directors. Community Board Members must be members of the community and not Members.

#### **SECTION 6. FINANCE COMMITTEE**

The Finance Committee assists in developing the School's budget to be used as a management tool. Members of the Finance Committee help to prepare, monitor, and project operating and capital project budget plans that are in keeping with the School's current and long term goals. The Finance Committee will also ensure a proper audit of the books of and accounts of the Corporation.

#### **SECTION 7. COMMUNICATIONS COMMITTEE**

The Communications Committee has responsibility for writing, editing, proofreading, designing, publishing and distributing communications to School Members.

#### **SECTION 8. GROWTH AND DEVELOPMENT COMMITTEE**

The Growth and Development Committee is responsible for marketing, outreach and developing relationships within the School and between the community and the School. Its members must interact with the community, attend community events, and generally seek to build a strong relationship between the School and the community.

#### **SECTION 9. ORGANIZED PARENT GROUP**

The Organized Parent Group shall be open to all Beginnings' parents and family members for membership. All classroom representatives are required to be members of

this committee, and the Director of Parent and Family Relations on the Board is the Chair of the Organized Parent Group.

#### **SECTION 11. QUALITY COMMITTEE**

The Quality Committee shall be responsible for overseeing the quality of School curriculum, teacher review process, and hiring committee.

### **ARTICLE VI** **CORPORATE POLICIES**

#### **SECTION 1. PAYMENTS**

All checks, drafts and orders for payment in excess of \$2,500.00 that are non-recurring or extraordinary expenses shall bear two signatures of any of the following: President, Treasurer or other officer authorized by the Board. All checks, drafts and orders for payment of \$2,500.00 or less that are non-recurring or extraordinary expenses shall bear one signature of any of the following: President, Treasurer or other officer authorized by the Board.

#### **SECTION 2. CONTRACTS**

Any contracts, deeds or legal transactions shall be approved by the Board of Directors and signed by the President, or such other officer as may be designated by the President.

#### **SECTION 3. BOOKS AND RECORDS**

The books and accounts of the Corporation shall be kept in accordance with sound accounting practices and shall be reviewed annually by the Finance Committee whose written report shall be submitted for action to the Board of Directors.

#### **SECTION 4. CONTRIBUTIONS**

The Board of Directors may accept on behalf of the Corporation any gift or bequest for the general or specific purposes of the Corporation.

### **ARTICLE VII** **NOTICE**

#### **SECTION 1. NOTICE TO MEMBERS**

Whenever by law or these Amended and Restated Bylaws notice is required to be given to any Member, such notice shall be in writing and may be given to each Member by leaving the same in his or her folder at School or by e-mail to a current e-mail address provided by the Member. Such delivering or emailing of notice shall be deemed the time

of giving such notice.

## **SECTION 2. NOTICE TO DIRECTORS AND OFFICERS**

Whenever by law or these Amended and Restated Bylaws notice is required to be given to any director or officer, such notice may be given in any one of the following ways: by personal notice to such director or officer, by telephone communication with such director or officer personally, by e-mail to a current e-mail address provided by the director or officer, or by facsimile addressed to such director or officer at his or her then address or at his or her address as it appears on the books of the Corporation, or by depositing the same in writing in the post office or in a letter box in a postage paid, sealed wrapper addressed to such director or officer at his or her address as it appears on the books of the Corporation or by posting in the School in a place designated for important notices. The time when such notice shall be posted, delivered, transmitted, faxed or phoned shall be deemed to be the time of the giving of such notice, and forty-eight (48) hours after the time when such notice shall be mailed shall be deemed to be the time of the giving of such notice by mail.

## **SECTION 3. WAIVER OF NOTICES**

Notice to any Member or director of the time, place and/or purpose of any meeting of Members or directors required by these Amended and Restated Bylaws may be dispensed with if such Member or director shall attend in person, or if such absent Member or director shall, in writing filed with the records of the meeting either before or after the holding thereof, waive such notice.

## **ARTICLE VIII** **INDEMNIFICATION**

The Corporation shall indemnify (i) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (ii) other employees and agents to such extent as shall be authorized by the Board and permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of these Amended and Restated Bylaws shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

## **ARTICLE IX** **MISCELLANEOUS**

## **SECTION 1. FISCAL YEAR**

The fiscal year of the Corporation shall be kept on a fiscal year basis, beginning July 1st and ending June 30th.

## **SECTION 2. RELIANCE**

Each director and officer shall, in the performance of his or her duties with respect to the Corporation, be entitled to rely on any information, opinion report or statement, including, without limitation, a financial statement or other financial data, prepared or presented by (i) an officer, advisor or employee of the Corporation whom the director or officer reasonably believes to be reliable and competent with respect to the subject matter, (ii) a lawyer, (iii) certified public accountant, or (iv) other person whom the director or officer reasonably believes to be reliable and competent with respect to the subject matter based on such person's profession or expertise.

## **SECTION 3. PERFORMANCE OF DUTIES**

Each Director shall perform all duties of a Director, including duties on any committee, in good faith, in a manner the Director believes to be in the Corporation's best interest and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

## **SECTION 4. DUTY TO MAINTAIN BOARD CONFIDENCES**

To the extent allowed under the laws of the State of Maryland, every Director has a duty to maintain the confidentiality of all Board actions, including discussions and votes.

## **SECTION 5. PARTICIPATION IN DISCUSSIONS AND VOTING**

No teacher or staff shall be present for the discussion and vote on any matter involving: (a) his or her performance evaluation or discipline; (b) his or her compensation; (c) Executive Sessions of the Board; or (d) any other matter at the discretion of a majority of the Directors then present.

## **SECTION 6. EQUAL OPPORTUNITY**

The Corporation, its Directors and Officers will not discriminate against any student, applicant for enrollment or Member on the basis of race, religion, color, sex, national origin or handicap, nor shall they deny any person corporate services, employment or benefits on such a discriminatory basis.

## **SECTION 7. DISSOLUTION**

The Corporation may be dissolved upon the affirmative vote of 4/5 of all of the Directors. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such

organization(s) organized and operated exclusively for charitable, educational, scientific or religious purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code, as amended from time to time, as the Board of Directors shall determine.

## **ARTICLE X** **AMENDMENTS**

Except as otherwise provided by law or herein, and subject to Article III, Section 17 hereof, these Amended and Restated Bylaws may be added to, altered, amended, repealed or suspended by a vote of two-thirds (2/3) of the votes of the Members of the Corporation present in person or by proxy at the meeting at which the vote is taken.

## Attachments

### **Committee Descriptions and Procedures**

Beginnings is designed as a parent and teacher governed school. “Parent and teacher governed school” has the following characteristics:

- Parents are encouraged to be constructively involved with their children’s education – at home and at school. Parents may be required by contract to give a certain number of hours per year of volunteer time to the School. Refer to the Beginnings’ Handbook for specifics.
- Teachers are encouraged to respect all such constructive parental involvement.
- Parents participate through representatives as spelled out in the bylaws and otherwise in:
  - The governance of Beginnings by its Board of Directors - along with community and general educator board members.
  - School Committees, as well as Committees created by the Board to formulate recommendations to the Board and/or the Lead Teacher, or to take action on governance and other matters where delegated the authority to do so by the Board.
- The process for volunteering, qualification, selection and removal from committees should be clear and published.
- A board member will chair, or be co-chair, or vice-chair, of each committee.
- Where a committee is given the authority to decide (as opposed to recommend or inform) a matter or class of matters by the Board, or by the Board Chair between meetings, that decision granting authority shall be memorialized in the minutes of the Board.

#### **Committee Structure/Membership.**

In June of each year, the Board shall review and/or revise:

- the criteria for membership of each committee;
- the general responsibilities of the committee, including frequency of meetings;
- the preferred number of committee members; and
- the membership of each committee for the coming year. These determinations are subject to review and revision during the year by the Board and the Committee Chairs (subject to review by the Board).

## **Beginnings' Election Policy**

Board nominations:

a) The Governance Committee will propose individuals for specific Community Member Board positions with three year terms.

b) In addition, individuals may be nominated by Members. All nominations must be filed with the chair of the Governance Committee fourteen (14) days or more before the scheduled election.

The Governance Committee, with the approval of the Board, shall preside and implement elections at the annual meeting to fill all vacancies then existing and for the terms then available. The candidates shall be included in the notice of the annual meeting.

The date/time of the annual election must be announced and published at least thirty (30) days in advance. Ballots will be created and circulated twelve (12) days prior to each election.

- Floor nominations on the day of the election will not be allowed.
- Voting will determine whether or not to accept the candidate for the particular seat (vacancy) that the candidate has been nominated for.
- If only one person is nominated for a particular seat (vacancy), only one vote is required for election of that person.
- If any Board seat becomes vacant in mid-term, the Board fills the vacancy until the end of the term.