

**BYLAWS**  
**OF**  
**MOUNTAIN PATHWAYS SCHOOL, INC.**

**ARTICLE I. NAME AND OFFICES**

The name of this Corporation shall be Mountain Pathways School, Inc. (“the School”). The principal office of the Corporation is located at 453 Howard’s Creek Road, Boone, NC 28607.

**ARTICLE II. PURPOSE AND POLICIES**

Section I. Purpose

Mountain Pathways School provides education of the highest quality and is philosophically committed to teaching children in the ways they learn best. The School follows the educational assumptions and methods first set forth by Maria Montessori, and thus the educational program is called Montessori. This developmentally appropriate approach creates a unique environment in which our students are encouraged to be initiators, to ask questions, to explore, create, share and experience the excitement of learning.

Section 2. Policies

The School strives to enroll children from different ethnic and socio-economic backgrounds. The School is interested in the improvement of education and shares knowledge and skills with the broadest possible constituency.

The School is an equal opportunity employer, and in the selection of members and officers of the Corporation, in providing service to the public, as in all other aspects of its functioning, there shall be no discrimination concerning race, sex, religion, national or ethnic origin, age, disability, or sexual preference. The School strives for a balance among its students, including age, sex, ethnic, and racial diversity.

**ARTICLE III. CORPORATION**

Section 1. Membership

The members of the Corporation shall consist of parents of students with current enrollment contracts at the School and all full-time staff members (as defined in the *Personnel Policies and*

Procedures). Parents shall be defined as a legal parent, custodian, or guardian with full or joint custody of his or her child.

Each family, regardless of the number of parents or guardians , shall be counted once when determining the total number of members.

#### Section 2. Duties

The Corporation shall be responsible for all decisions that affect the mission and values of the School, the corporate and tax structure of the School, the Montessori curriculum of the School, and defining and determining the membership of the Corporation of the School.

#### Section 3. Meetings

Corporation meetings shall be open to the entire membership and others who wish to attend as observers. Corporation meetings will occur semiannually, once in the Fall and once in the Spring of each school year.

#### Section 4. Special Meetings

Special meetings of the Corporation may be called at any time by a minimum of 25% of the fixed membership (total voting members) of the Corporation or a simple majority (more than 50%) of the fixed membership (total voting members) of the Board.

#### Section 5. Notice of Meetings

Written notice of each meeting of the Corporation, shall be given to each member with ten (10) or more days notice.

#### Section 6. Quorum

A simple majority (more than 50%) of the fixed membership (total voting members), remembering that each family counts once, shall constitute a quorum for the transaction of business at meetings of the Corporation.

#### Section 7. Voting

For the purposes of voting, there shall be one vote per family, regardless of the number of parents or guardians in attendance. In addition, staff members with children enrolled at the School may cast only one vote (i.e. as either staff or as a parent).

#### Section 8. Manner of Acting

Except as otherwise provided for in these Bylaws, the act of a simple majority (more than 50%) of the members present at a meeting shall constitute an act of the Corporation. A written proxy may be given to the Board Chair prior to the Corporation meeting from any Member wishing to vote in absentia.

#### Section 9. Parliamentary Procedure

Any question concerning parliamentary procedure during Corporation meetings shall be determined by the Chair-Elect by reference to Robert's Rules of Order.

## ARTICLE IV. BOARD OF TRUSTEES

### Section 1. General Powers

The affairs of the Corporation shall be overseen by an elected Board of Trustees (“the Board” or “Trustees”). The Board is accountable for the responsible oversight of the affairs and property of the Corporation and the School. This includes, but is not limited to the approval of:

- the annual budget and budget adjustments of the School;
- the *Personnel Policies and Procedures* (including revisions thereto);
- decisions related to the physical location of the School;
- decisions related to the tuition of the School;
- decisions related to the programs of the School; and
- decisions related to minimum and maximum student enrollment.

The Board shall solicit feedback from and share information with members of the Corporation, and consult with the Director, teachers, and staff on such matters. The Board will share information and facilitate corporate decision-making processes that align with the values of the School.

### Section 2. Board Composition

The number of Trustees shall be determined from time to time by action of the Board but shall be not less than four (4) or more than nine (9) members. Active members of the Board must include three officers: Board Chair, Board Chair-Elect, and Treasurer; and a Secretary. Additional voting members of the Board should include the Personnel Committee Chair, the Development Committee Chair, and a Teacher Representative. The remainder of the Board may be composed of at-large Trustees and/or ad hoc committee chairs.

The Teacher Representative will be elected yearly by the teaching staff employed for the current school year. The Teacher Representative can serve for more than one year so long as the individual is elected to do so.

No two members related by blood or marriage/domestic partnership within the first degree of consanguinity (e.g. parents, siblings, and children) or affinity (e.g. marriage or domestic partnership) may serve on the Board at the same time.

The Director is an ex officio non-voting member participant of the Board and all standing and ad hoc committees.

### Section 3. Election

Trustees shall normally be elected to fill any existing or approaching term-limited Board vacancies by the Corporation at the regular spring meeting.

The Corporation shall endeavor to elect capable candidates from its membership, but will also open nomination from the surrounding community.

#### Section 4. Terms

Trustees will serve two (2) year terms beginning on June 1 following the spring meeting of the Corporation at which he or she is elected. and ending May 31 of the second (2nd) year thereafter. The Chair-Elect will serve one (1) year in that role and one (1) year as Chair. The Teacher Representative will serve a one-year term. Trustee terms shall be staggered so that half of the terms expire each year.

Trustees shall hold office until his or her resignation, removal, death, or the expiration of his or her term, whichever shall first occur. If the spring meeting is delayed beyond the start of the term, the existing Board members shall hold over until their successors have been elected.

#### Section 5. Forfeitures

If any member of the Board shall be absent from three consecutive duly announced meetings, such absence, if unexcused by the Board Chair, shall be deemed a resignation from the Board, and the vacancy so caused may be filled as noted herein.

#### Section 6. Removal

Any member of the Board may be removed with or without cause, by vote of 75% of the fixed membership (total voting members) of the Board if in their judgement the best interest of the Corporation would be served thereby.

Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Trustees shall automatically be removed from office.

#### Section 7. Vacancies

In the case of vacancy between Corporation meetings, the remaining trustees shall elect by a simple majority (more than 50%) of the fixed membership (total voting members) of the Board, individuals to fill such vacancy until the successor is elected at the next Corporation meeting.

#### Section 8. Meetings

The Board shall meet monthly, unless otherwise agreed. In addition, the Board Chair may call a special meeting of the Board with five (5) or more days written notice. Board meetings shall be open to members of the corporation and others who wish to attend as observers, except during meetings or parts of meetings addressing personnel decisions.

#### Section 9. Notice of Meetings

Written notice of each meeting of the Board, shall be specified to members of the corporation with five (5) or more days notice.

#### Section 10. Quorum

A simple majority (more than 50%) of the Trustees shall constitute a quorum for the transaction of business at meetings of the Board.

#### Section 11. Manner of Acting of Board

An act of a simple majority (more than 50%) of the fixed membership (total voting members) of the Board shall constitute an act of the Board, irrespective of the number of Trustees in attendance at a meeting.

#### Section 12. Informal Action Without Meeting.

Unless specifically prohibited by the Articles of Incorporation or these Bylaws, any action required to be taken by the Board or any committee thereof, or which may be taken at a meeting of the Board or committee thereof, may be taken without a meeting as follows.

All Trustees or committee members, as applicable, entitled to vote must consent in writing to consider taking action without meeting before a vote can be called on any matter without a meeting. Upon unanimous consent to consider an issue and to take action without meeting, a vote may then be taken on the subject matter at issue and, as stated in these Bylaws, action may be taken by a simple majority (more than 50%) of the Trustees entitled to vote.

#### Section 13. Agents

The Board may authorize any officers or agents to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or specifically limited. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such a determination by the Board, such instrument shall be signed by the Treasurer and Director.

#### Section 14. Parliamentary Procedure

Any question concerning parliamentary procedure during Board meetings shall be determined by the Chair-Elect by reference to Robert's Rules of Order.

### **ARTICLE V. OFFICERS**

#### Section 1. Composition

The officers of the Board shall be the Chair, Chair-Elect, and Treasurer. All officers must have the status of active members of the Board.

#### Section 2. Board Chair

The Board Chair presides at all meetings of the Board and Corporation. The Board Chair shall have general and active management of the business of the Board. The Board Chair shall draw up the agenda for meetings and see that all orders and resolutions are brought to the Board. The Board Chair is an ex officio non-voting member of all standing and ad hoc committees.

In the absence of the Board Chair, or upon the disability of the Board Chair, the Board Chair-Elect shall discharge these functions. In case of the absence or disability of any officer of the Board, the Chair shall have authority to exercise all the powers and to perform all the duties of such other officer.

### Section 3. Board Chair-Elect

The Board Chair-Elect serves as parliamentarian and performs the function of the Board Chair in the absence of the Board Chair or upon the disability of the Board Chair.

The Board Chair-elect, when necessary, shall serve as the Chair of an ad hoc Strategic Planning Committee to develop and monitor the progress of a long-range strategic plan that drives the mission of the school as well as plans and monitors the progress of the operating plan to support goals.

### Section 4. Treasurer

The Treasurer, subject to such regulations as may from time to time be prescribed by the Corporation, shall have the custody of the funds and securities of the Corporation, and shall also have control of the disbursement of its money.

The Treasurer may delegate the duty of keeping the accounts and financial records of the Corporation to another member of the Corporation or agent hired by the Board. However, the responsibility for the completeness and accuracy of such accounts and records shall remain with the Treasurer. The Treasurer shall serve as the Chair of the Finance Committee as set forth herein.

## **ARTICLE VI. SECRETARY**

The Secretary is a voting member of the Board. The Secretary shall confirm the establishment of a quorum and record all votes and minutes of Board and Corporation meetings. The Secretary shall keep a permanent record of Board membership reflecting elections, resignations, and appointments.

At each spring meeting of the Corporation, the Secretary will submit a list, co-signed by the Chair, of the names and places of residence of persons who have been admitted to membership of the Board during the year. The report shall be filed with the records of the Corporation and Board and an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Corporation.

## **ARTICLE VII. TEACHER REPRESENTATIVE**

The Teacher Representative is a voting member of the Board. The Teacher Representative will be elected annually to a one-year Board term by the full-time teaching staff employed for the current school year.

## **ARTICLE VIII. COMMITTEES**

### **Section 1. Committee Formation**

The Board may by resolution or bylaws create committees and may delegate to such committees duties and powers as it shall deem wise. In addition to standing committees described herein, the Board can appoint ad hoc committees to organize or accomplish specific tasks as appropriate. The membership of ad hoc committees, scope of responsibilities, and duration of activity will vary and should be defined by the assigned purpose or goal.

Each standing and ad hoc committee of the Board must include a chair and two (2) or more members. The Board Chair and Director are ex officio non-voting members of all standing and ad hoc committees. Except as otherwise provided for in these Bylaws, committee members can be members of the Corporation or from the surrounding community.

### **Section 2. Standing Committees**

Unless otherwise determined by the Trustees, the following shall be standing committees of the Board:

- Executive Committee
- Finance Committee
- Personnel Committee
- Development Committee

Each standing committee will be chaired by a voting member of the Board.

### **Section 3. Executive Committee**

The Executive Committee is a standing committee of the Board whose members include the Board officers (Board Chair, Board Chair-Elect, and Treasurer).

A two-thirds (2/3rd) vote of the fixed membership (total voting members) of the Executive Committee will constitute an action by the Executive Committee. The Executive Committee has the following five responsibilities:

1. Oversee the functioning of Trustees during the year.
2. Measures the Board's formal and informal organization yearly against the requirements of the strategic plan and the Board's previous evaluation.

3. Assists the Board Chair, advising and aiding in Board management, such as determining other committee assignments or planning retreats.
4. Works with the Board Chair to establish and oversee the Trustee orientation process.
5. Meet to act on pressing matters that require immediate attention.

All actions taken by the Executive Committee must be presented to and are subject to approval by the Trustees at the next meeting of the Board.

#### Section 4. Finance Committee

The Finance Committee is a standing committee of the Board chaired by the Treasurer. Members of the Finance Committee shall not include any employees or staff.

The committee shall be deemed to be in continuous session and may act without formal notice of meeting. In case of the absence or disability of the Treasurer, the Board Chair shall have authority to exercise all the powers and to perform all the duties of the Treasurer, both as an officer of the Corporation and as a member of the Finance Committee.

The committee shall monitor the short and long term financial stability of the School. It shall be responsible for the long-term financial stability, including long- term treatment of: 1. Tuition; 2. Expenditures; and 3. Financial Aid.

The committee, with the Director, annually reviews the School's insurance policies or may delegate this review as appropriate. The committee may authorize an audit of the School's financial position by certified public accountants at intervals it shall deem wise. In the event an audit is authorized, the results will be reviewed and presented to the Board.

#### Section 5. Personnel Committee.

The Personnel Committee is a standing committee of the Board chaired by a Trustee. It provides a neutral, confidential forum for all personnel matters brought to the Personnel Committee. The functions of the Personnel Committee are to advocate for the faculty and staff of the School and to participate in personnel actions as described in the *Personnel Policies and Procedures*.

The Personnel Committee is composed of a chair, who is a member of the Board, and two non-staff members of the Corporation. The Personnel Committee is responsible for working with the Director to prepare job descriptions and ensure a performance review process that aligns with the mission and values of the School. The results of the annual performance reviews will be presented to the Personnel Committee by the Director. The Personnel Committee shall organize and lead efforts of the Trustees during an annual performance review of the Director.

All meetings on personnel matters regarding individual current, former, or potential staff members shall be closed to observers unless the observers are invited by the unanimous consent of the members of the Personnel Committee.



#### Section 6. Development Committee.

The Development Committee is a standing committee of the Board chaired by a Trustee. The purpose of the Development Committee is to provide for the short and long term financial stability and growth of Mountain Pathways School. The Development Committee shall design strategies and coordinate all activities and provide direction to the Director for all fundraising and development activities, including campaigns, grant-writing, individual and corporate donations, and other mechanisms.

### **ARTICLE IX DIRECTOR OF THE SCHOOL**

The Board shall employ a Director of the School (“the Director”) who will be charged with the day to day operation of the School as set forth in the *Personnel Policies and Procedures*. The Director will keep the Board apprised of developments related to the school’s operation and management through regular communication with the Board Chair.

A job description for the Director shall be set forth in the *Personnel Policies and Procedures* approved by the Board and the Director shall be accountable for all responsibilities enumerated therein. The Director is an ex officio non-voting member participant of the Board and all standing and ad hoc committees.

### **ARTICLE X INDEMNIFICATION**

#### Section 1. General Policy.

It shall be the policy of the Corporation to indemnify to the maximum extent permitted by Chapter 55A of the North Carolina General Statutes (known as the *North Carolina Nonprofit Corporation Act*) any one or more of the Directors, officers, employees, or agents and former Directors, officers, employees, or agents of the corporation, and persons who serve or have served at the request of the corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a “proceeding”) and against reasonable costs and expenses (including attorneys’ fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

#### Section 2. Use of Corporate Funds

The Corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for purchase and maintenance of insurance for the benefit of the persons designated in his Article shall be deemed a proper expense of the corporation.

## ARTICLE XI GENERAL PROVISIONS

### Section 1. Fiscal Year

The fiscal year of the Corporation shall be from August 1 to July 31.

### Section 2. Notices

All notices required by these Bylaws, or otherwise, for the purposes of the Corporation, shall be sent in writing by the Board Chair or Secretary to the members of the Corporation or the Board, as applicable, to the email address kept on file in the office of the Corporation. Attendance at any regular or specially called meeting constitutes waiver of any objection regarding notice.

### Section 3. Gender

In construing these Bylaws, the singular shall be held to include the plural, the plural shall be held to include the singular, and the use of any gender shall be held to include every other and all genders.

### Section 4. Captions

Captions and paragraph headings are included for organizational purposes only.

### Section 5. Amendments

These Bylaws may be amended at any regular or duly called special meeting of the Corporation by a two-thirds (2/3rd) vote of the members present, provided that written notice has been sent to every member of the Corporation, at least thirty (30) days in advance of the date of meeting, stating specifically the proposed amendment(s) or other change.

### Section 6. Repealing Clause

All rules, orders, regulations and resolutions heretofore enacted or adopted by the Corporation or the Board which are in conflict with these Bylaws are hereby repealed.

### Section 7. Effective Date

These Bylaws shall become effective immediately upon their adoption by the Corporation.

Adopted and approved this the 6th day of August 2020.