

Heart and Hand Montessori Teacher Education Program

An Oregon Non-profit Public Benefit Corporation
Bylaws July 24, 2014

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ARTICLE 1—PURPOSES

Heart and Hand Montessori Teacher Education Program (herein after known as ‘Heart and Hand MTEP’) has been organized to support adults seeking education and training related to becoming a Montessori teacher, or furthering adult professional development related to the field of Montessori teaching. Heart and Hand MTEP provides adult education program, recognized by the Oregon State Center for Career Development that will qualify adults to hold teaching positions in classrooms with children by:

- A. Providing a venue for an interchange of ideas pertinent to Montessori Education and best practices in Early Childhood Education through planned course offerings, teaching certification courses, and professional development conferences.
- B. Promoting the proficiency, professionalism, and quality of Early Childhood Educators and Early Childhood Education through adult education, training, and association.
- C. Creating a mutual understanding and co-operation between the Montessori Community and other allied parents and professionals by hosting sliding scale parent-infant classes and free/low cost information sessions.

Heart and Hand MTEP may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, and educational purposes.

Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law); or (c) a corporation under the Statutes and Rules governing Oregon non profits.

ARTICLE 2—MEMBERSHIP

2.1 No Membership Classes

The Corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

2.2 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, or other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

2.3 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE 3—DIRECTORS

3.1 General Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of Heart and Hand Montessori Teacher Education Program shall be vested in its Board of Directors.

3.2 Number & Qualifications

The Board shall consist of not less than three (3) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board. Directors must be at least eighteen (18) years of age. This corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation.

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3.3 Election & Term of Office

Directors shall be elected to three-year terms. The term of office for newly elected Directors shall commence at the succeeding Board meeting. Each Director shall hold office until he or she resigns or is removed by 2/3 majority or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

ARTICLE 4—OFFICERS

4.1 Number & Qualifications

The officers shall be President, Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers as may be determined by the Board. The same person, except the offices of President and Secretary, may hold any two or more offices.

4.2 Election & Term of Office

The Board at the annual meeting shall elect Officers each year. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

4.3 President

The President shall be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Board. He or she shall preside at all meetings of the Board and Executive Committee. Upon resolution of the Board, and not otherwise, he or she may sign with the Secretary, Treasurer, or any other proper Officer authorized by the Board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is expressly delegated by these By-laws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed. The President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time.

4.4 Vice-President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The Vice-President shall in general perform all duties incident to the office of Vice-President and such other duties as may be assigned by the President or the Board from time to time.

4.5 Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Board from time to time.

4.6 Treasurer

If required by the Board, the Treasurer shall give a bond, at the expense of the Corporation, for faithful discharge of his or her duties in such sum and with such sureties as determined by the Board. The Treasurer shall: (a) have custody of and be responsible for all funds and securities of the Corporation; (b) receive contributions to the Corporation and receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation into such banks, credit unions, trust companies, or depositories as selected by the Board in accordance with the provisions of these By-laws; and (c) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board from time to time.

4.7 Compensation

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities

4.8 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE 5—COMMITTEES

5.1 Executive Committee

The Executive Committee shall consist of all Officers of the Corporation. The Committee shall have the power to act on behalf of the Corporation subject to final ratification of its acts by the Board. Any Officer may call a meeting of the Executive Committee.

5.2 Other Committees

The Board may establish and empower such standing Community Committees and ad hoc committees as it deems necessary, and may solicit and approve participation by members of the general public. A Director shall chair every committee. Committee chairs shall perform all duties incident to their office as determined by the President or Board. Committee decisions must be approved by the Board prior to enactment.

ARTICLE 6—PROCEDURE

6.1 Meetings

The annual meeting of the Board shall be held during the winter months for the purpose of electing Directors and transacting such business as may properly come before the meeting. Regular meetings of the Board shall be at least quarterly on a date and time established by the Board. Special meetings of the Board may be called by or at the request of the President, any two Directors, or a majority of paid staff of the corporation. No business shall be transacted at a special meeting except that mentioned in the notice. All meetings shall be held at the principal office of the Corporation or at such other place within the State of Oregon designated by the Board or persons entitled to call a meeting. Attendance at meetings of the Board may, in special situations, be by telephonic or electronic means.

6.2 Notice

Unless otherwise stated in these By-laws, notice of all meetings shall be given to the appropriate Directors and committee members not less than ten (10) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings concerning the removal of a Director or Officer, amendment to these By-laws, or dissolution of the Corporation, shall be given to the appropriate Directors or committee members not less than fifteen (15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.

6.3 Quorum

A majority of members shall constitute a quorum for the purposes of conducting business at any meeting of the Board or any committee designated and appointed by the Board. A quorum once attained shall continue until adjournment despite the voluntary withdrawal of enough members to leave less than a quorum.

6.4 Procedure

All meetings shall be conducted according to a standard parliamentary procedure. The Board shall seek to make decisions through the consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than seventy-five percent (75%) of those present and eligible to vote. Each Board or committee member shall be entitled to one vote. Members not present may vote by written proxy submitted before or at the meeting. Unless otherwise provided for in these By-laws, the act of those present in person or by proxy at a meeting at which a quorum has been attained shall be the act of the body so meeting. Except upon motion properly passed to conduct an executive session, all meetings of the Board shall be open to the public. Executive sessions may exclude anyone not designated in the motion for executive session, but shall be only for personnel matters, property acquisition, and communication with legal counsel.⁶

6.5 Resignation

Any Director, Officer, or committee member may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair at the registered office of the Corporation, or by giving oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

6.6 Removal

The Board may remove any Director, Officer, or committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of a Director is proposed, all Directors shall be notified of the meeting and the cause for the proposed termination.

6.7 Vacancies

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the duration of the unexpired term. If the number of Directors in office is less than the minimum required by these By-laws, a vacancy may be filled by approval of a majority of the Directors then in office or by a sole remaining Director.

ARTICLE 7—ADMINISTRATION

7.1 Fiscal Year

The fiscal year shall be the calendar year or such other period as determined by the Board.

7.2 Books & Records

The Corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and at its registered

office the names and addresses of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

7.3 Contracts

The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

7.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.

7.5 Checks & Drafts

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board.

7.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

ARTICLE 8—MISCELLANEOUS

8.1 Offices

The principal office of the Corporation shall be located in ABC County of the State of Washington. The Corporation may also have offices at such other places within the State of Washington as its business and activities may require and as the Board may, from time to time, designate.

8.2 Indemnification

The Corporation may indemnify to the fullest extent permitted by Washington State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys' fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Oregon State law.

8.3 Amendment

These By-laws may be amended by a two-thirds vote of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the By-laws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or by a corporation incorporated under the Statutes and Rules governing Oregon non profits.

8.4 Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five percent (75%) of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose. Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

ADOPTION OF BY-LAWS

Heart and Hand Montessori Teacher Education Program Board of Directors on _____ adopted the forgoing By-laws.

Secretary