

BYLAWS OF PULLMAN COMMUNITY MONTESSORI

ARTICLE I OFFICES

1.01 Registered Office and Registered Agent. The registered office of the Corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

ARTICLE II CHARITABLE PURPOSES/NEGATION OF PECUNIARY GAIN

2.01 Charitable purposes. The Corporation is organized exclusively for charitable, scientific, literary, or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as designated in the Restated Articles of Incorporation, filed with the Secretary of State on January 2, 2020, and as amended thereafter.

Notwithstanding any provisions of these Bylaws to the contrary, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization qualified for tax-exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Furthermore, this Corporation shall neither conduct nor carry on any activities which subject the Corporation to liability for excise taxes imposed pursuant to §§4941, 4942, 4943, 4944, or 4945 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not devote any part of its activities to carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

2.02 Negation of pecuniary gain. No part of the net earnings of this Corporation shall ever inure to or for the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

ARTICLE III
MEMBERS

3.01 Membership. The Corporation shall have no members.

ARTICLE IV
BOARD OF TRUSTEES

4.01 Number and Powers. The management of all the affairs, property, and interests of the Corporation shall be vested in a Board of Trustees. Members of the Board of Trustees shall be nominated by the nominating committee which shall appointed by the Board of Trustees prior to the Annual Meeting or any Special Meeting the purpose of which includes electing new members to the Board of Trustees. Members of the Board of Trustees shall be elected by a majority vote of the then sitting members of the Board of Trustees at the Annual Meeting or any Special Meeting the purpose of which includes electing new members of the Board of Trustees. The Board of Trustees shall consist of no fewer than five (5) and no more than eleven (11) Members. The terms of the trustees shall be two (2) years, expiring at the annual meeting following their election, except that at least one-third of the initial Members of the Board of Trustees shall be elected to serve an initial one (1) year term, one-third of the initial Members of the Board of Trustees shall be elected to serve an initial two (2) year term, and of the initial Members of the Board of Trustees shall be elected to serve an initial three (3) year term to ensure that approximately one-third of the Board is elected in any given year thereafter. At each annual meeting, the directors shall be elected to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Trustees may exercise all such powers of the Corporation and do all such lawful acts and things as are necessary to carry out the business of the Corporation.

4.02 Term Limits. Directors may serve up to a maximum of four (4) terms or a total of nine (9) years, after which he or she may not be re-elected for one (1) term. Notwithstanding the foregoing, the first terms for all initial members of the Board of Trustees shall be two (2) years. Such term limits shall be calculated from the adoption date of these Bylaws forward (i.e., past terms will not be counted in the term limits, whereas any term currently being served as of the adoption date will be counted in the term limits) regardless of how many terms a Director may have served in the past. Notwithstanding the foregoing, in the event the Corporation cannot find a new member to fill the vacant position on the Board of Trustees, the remaining members of the Board of Trustees may, by unanimous vote, elect to waive the term limits provision for such period.

4.03 Change of Number.

a. The current number of directors serving may at any time be increased or decreased, between five (5) and eleven (11) Members, by a majority of the entire Board of Trustees, but no decrease shall have the effect of shortening the term of any incumbent director.

b. The number of directors authorized to serve on the Board of Trustees under these Bylaws may at any time be increased or decreased by an amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

4.04 Vacancies. All vacancies in the Board of Trustees, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining directors. At such time as the Board of Trustees may drop below the minimum number of five (5), whether by resignation, death or otherwise, the Board of Trustees shall be authorized to carry out business with that reduced number for the maximum period required to fill the vacant position(s). A director elected to fill any vacancy shall hold office for the unexpired term of the predecessor director and until a successor is elected and qualified.

4.05 Regular Meetings. Regular meetings of the Board of Trustees may be held at the Corporation's business office or at such other place or places, either within or without the state of Washington, as the Board of Trustees may from time to time designate. The annual meeting shall be held each year during the month of August at a date, time and place as the Board of Trustees shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board of Trustees held, with proper notice, not less frequently than once each calendar month. Minutes shall be kept at all meetings of the Board of Trustees.

4.06 Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or by the majority of the members of the Board of Trustees. Such meetings shall be held at the registered office of the Corporation or at such other place or places as the directors may from time to time designate. When called by written request of any two directors, such directors shall be charged with providing proper notice of the special meeting in accordance with §4.07. Minutes shall be kept of all Special Meetings.

4.07 Notice. Notice of Regular Meetings of the Board of Trustees (regular and annual) shall be given to each director by seven (7) days prior service of the same by email, letter, or personal delivery. Such notice shall designate the time and place of the meeting. In addition, the agenda for all Regular and Annual Meetings shall be posted on the Corporation's webpage and otherwise prominently displayed to the public not less than forty-eight (48) hours prior to the meeting. Notice of Special Meetings shall be given to each director at least twenty-four (24) hours prior service of the same by email, letter or personal delivery. Such notice shall designate the time and place for the meeting and shall specify the business to be transacted at and the purpose of the meeting. In addition, the notice of the Special Meeting and the agenda shall be posted on the Corporation's website and otherwise prominently displayed to the public, including the time and place of the meeting and the business to be transacted.

4.08 Posting Electronic Notice. Notice may be provided to directors by posting the notice on an electronic network and delivering to such directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this §4.08.

4.09 Waiver of Notice. Waiver of notice can be made in one of the following two ways:

a. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened; or

b. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting.

4.10 Quorum. A majority of the Members of the entire Board of Trustees shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

4.11 Manner of Acting. The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board of Trustees, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

4.12 Meetings by Telephone. Members of the Board of Trustees or any committee designated by the Board of Trustees may participate in a meeting of such Board of Trustees or committee via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

4.13 Registering Dissent. A director who is present at a meeting of the Board of Trustees at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director's dissent or abstention shall be entered in the minutes of the meeting, or unless the director shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

4.14 Remuneration. No stated salary shall be paid to directors, as such, for their service, but by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of such Board of Trustees; provided that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of ad hoc or standing committees may be allowed like compensation for attending committee meetings.

4.15 Loans. No loans shall be made by the Corporation to any director.

4.16 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the whole Board of Trustees. Notice stating that a named director shall be considered for removal and the cause, if any, for such removal must be mailed to the director prior to a duly called meeting of the Board of Trustees at the same time and in the same manner prescribed for the notice of the meeting.

ARTICLE V OFFICERS

5.01 Designations. The officers of the Corporation may be a Chair, Vice Chair, Treasurer, Secretary and Assistant Secretary, and such other officers as the Board of Trustees may designate. The Corporation shall have a Chair and Secretary. All officers shall be elected at the annual meeting for terms of one (1) year by the Board of Trustees. Such officers shall hold office until their successors are elected and qualify. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

5.02 The Chair. The Chair shall preside at all meetings of the Board of Trustees, shall perform such other duties as are incident to the office or are properly required of the Chair by the Board of Trustees.

5.03 Vice Chair. During the absence or disability of the Chair, the Vice Chair shall exercise all the functions of the Chair. The Vice Chair shall have such powers and discharge such duties as may be assigned to the Vice Chair from time to time by the Board of Trustees.

5.04 Secretary and Assistant Secretary. The Secretary, or his/her designee, shall issue notices for all meetings, except for notices of special meetings of the Board of Trustees which are called by the requisite number of directors, such directors being charged with giving proper notice, shall keep minutes of all meetings, shall have charge of the corporate books, shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary of the Board of Trustees and shall maintain all committee reports.

5.05 Treasurer. The Treasurer, or his/her designee, shall have the custody of all monies and securities of the Corporation and shall keep financial records. The Treasurer, or his/her designee, shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Trustees (taking proper vouchers for such disbursements) and shall render to the Board of Trustees from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Trustees. The Treasurer shall provide a monthly report of the financial condition of the Corporation to the Board of Trustees.

5.06 Delegation. If any officer of the Corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Trustees may from time to time delegate the powers or duties of such officer to any other officer or any director or any person it may select.

5.07 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Trustees at any regular or special meeting of the Board of Trustees.

5.08 Other Officers. The Board of Trustees may appoint or retain such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and

shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

5.09 Loans. No loan shall be made by the Corporation to any officer.

5.10 Term – Removal. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Trustees may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Trustees, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.11 Bonds. The Board of Trustees may, by resolution, require any and all of the officers to provide bonds to the Corporation, with surety or sureties acceptable to the Board of Trustees, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Trustees.

5.12 Salaries. The officers of the Corporation shall receive no salary. However, officers shall be reimbursed for reasonable expenses actually incurred in the performance of their duties. The Chair may recommend to the Board of Trustees the salary of the Chief Executive Officer and Chief Academic Officer, if any, and the Chief Executive Officer shall recommend salaries for other employees, if any, and the Board of Trustees shall approve or amend any such recommendations.

5.13 Repayment. Any payments made to a director, officer, or other employee of the Corporation for compensation, salary, bonus, interest, rent, or expense incurred by the party which shall be determined to be unreasonable in whole or in part by the Internal Revenue Service pursuant to §4941(d)(2)(E) of the Internal Revenue Code of 1986, as amended, shall be reimbursed by such director, officer, or employee to the Corporation to the full extent of such determination of unreasonableness. It shall be the duty of the Board of Trustees to enforce repayment of each such amount. In lieu of repayment by the director, officer, or employee, subject to the determination of the Board of Trustees, amounts may be withheld from future compensation or expense reimbursement payments of the director, officer, or employee, to the extent permitted by law, until the amount owed to the Corporation shall have been recovered.

ARTICLE VI

CHIEF EXECUTIVE OFFICER/CHIEF ACADEMIC OFFICER/EX OFFICIO

6.01 Chief Executive Officer. The Board of Trustees may select a Chief Executive Officer who shall be responsible for the administration and conduct of the business and affairs of the Corporation pursuant to guidelines and job description established by the Board of Trustees. The Chief Executive Officer if selected, may be compensated for services in that capacity in such amount and manner as the Board of Trustees shall determine.

6.02 Chief Academic Officer. The Board of Trustees may select a Chief Academic Officer who shall be responsible for the administration and conduct of the pedagogical and

academic performance measures of the Corporation pursuant to guidelines and job description established by the Board of Trustees. The Chief Academic Officer if selected, may be compensated for services in that capacity in such amount and manner as the Board of Trustees shall determine.

6.03 Board Service. The Chief Executive Officer, Chief Academic Officer, and/or other designee of the Board of Trustees may serve on the Board of Trustees in an Ex-Officio nonvoting capacity at the direction of the Board of Trustees.

6.04 Liaison. The Chief Executive Officer and Chief Academic Officer shall act as liaisons between the Board of Trustees and the staff and employees of the Corporation. The Chief Executive Officer shall have full exclusive authority with respect to employees of the Corporation, pursuant to any personnel or other policies adopted by the Board of Trustees. The Chief Executive Officer shall also make salary recommendations for the employees of the Corporation. See §5.20.

6.05 Removal. The Chief Executive Officer and Chief Academic Officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Trustees.

6.06 Loans. No loan shall be made by the Corporation to the Chief Executive Officer and Chief Academic Officer.

ARTICLE VII COMMITTEES

7.01 Creation. The Board of Trustees may appoint, from time to time, standing or ad hoc committees. Such committees may be vested with such powers as the Board of Trustees may determine by resolution passed by a majority of the full Board of Trustees. Provided that no such committee shall have the authority of the Board of Trustees in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any Member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or adopting a plan for the distribution of the assets of the Corporation; amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee or such other act(s) as only the Board of Trustees may perform under the Corporation's Articles of Incorporation and Bylaws or otherwise under law. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Trustees, or any Board Member of any responsibility imposed by law.

7.02 Standing and Ad Hoc Committees.

a. **Standing Committee.** A committee designated as a Standing Committee shall serve continuously until such time as the Board of Trustees dissolves such committee by a majority vote of the full Board of Trustees. The following Standing Committees will be charged with assisting the Board of Trustees with the continuous management and operation of the Center; Governance, Finance, Development, Academic Excellence, and CEO/CAO Evaluation & Support.

b. **Ad Hoc Committee.** A committee designated as an Ad Hoc Committee shall serve on a temporary basis for the purpose of assisting the Board of Trustees in any particular matter as the Board of Trustees may designate and shall be automatically dissolved at the conclusion of the matter for which they were created or upon a majority vote of the full Board of Trustees.

7.03 Membership. Membership on Standing or Ad Hoc Committees shall be by appointment of the Board of Trustees. Upon formation of a committee, at least one Board Member or officer shall be designated to serve on such committee. The Board Member or officer serving on the committee shall be the liaison between the Board of Trustees and the committee. If at any time no Board Member or officer is serving on a committee, such committee shall designate one among its membership to make reports to the Board of Trustees at each Board meeting as to the activities, progress, needs and concerns of the committee. If at anytime a Board member leaves a committee, the Board must appoint a replacement at the next regularly scheduled meeting of the Board.

7.04 Duties – Communication with Board of Trustees. Committees shall be charged with whatever duties the Board of Trustees may designate in accordance with the purposes for which the committee was created. All committees shall have an obligation to ensure that the minutes of committee meetings are kept and regular reporting is made to the Board of Trustees.

7.05 Nomination of Board Members. While the Governance Committee is responsible for Member recommendations to the Board, all committees shall have the ability to nominate Members to serve on the Board of Trustees. The Board of Trustees shall consider the nominations made by committees at each regular election of the Board of Trustees. If a vacancy occurs, for whatever reason, with respect to a Board Member who was charged with acting as a committee liaison, the committee upon which that Board Member served shall nominate a replacement from among the committee membership. The Board of Trustees shall have full discretion to elect or reject candidates nominated by committees.

7.06 Dissolution. The Board of Trustees shall have the ability to dissolve any Standing or Ad Hoc Committee at any time by a majority vote of the full Board of Trustees. Ad Hoc Committees may also be automatically dissolved upon completion of the purposes for which they were created. Standing Committees shall serve indefinitely until dissolution by the Board of Trustees.

ARTICLE VIII
RULES OF PROCEDURE

The rules of procedure at meetings of the Board of Trustees and committees of the Board of Trustees shall be rules as adopted by the Board of Trustees, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any further resolution of the Board of Trustees.

ARTICLE IX DEPOSITORIES

The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Trustees shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Trustees.

ARTICLE X NOTICES

Except as may otherwise be required by law, any notice to any director or officer may be delivered personally or by mail or e-mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, postage prepaid. If e-mailed, the notice shall be deemed to have been delivered when sent, unless returned by an automated notification of failure to deliver.

ARTICLE XI INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS

The Corporation shall indemnify its officers, directors, employees, and agents to the greatest extent permitted by law. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XII CONTRACTS AND CONVEYANCES

All contracts, deeds, conveyances, negotiable instruments, and other instruments of like character which have first been approved by the Board of Trustees shall be signed by the Chair

or Vice Chair and by the Secretary or as otherwise directed by the Board of Trustees. No contract of any officer of the Corporation shall be valid without previous authorization or subsequent ratification of the Board of Trustees.

ARTICLE XIII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

ARTICLE XIV
AMENDMENTS

A majority of the entire Board of Trustees shall have power to make, alter, amend, and repeal the Bylaws of this Corporation.

Adopted by resolution of the Corporation's Board of Trustees on December 11, 2019.

Amended this 31st day of August, 2020.



0FD91049F40E4CD...

Dorrie Main, Secretary

8/31/2020