



## **By-Laws of the Children's House of Nashville, Inc.**

### **ARTICLE I NAME AND PURPOSE**

**Section 1.** The corporation shall be known as Children's House of Nashville, Inc. ("Children's House"), and its location shall be 3404 Belmont Boulevard, Nashville, Davidson County, Tennessee.

**Section 2.** The Children's House shall be an independent, non-profit, Montessori school providing a quality education for children in the Nashville area. It shall apply the philosophy and methods of Montessori education, while maintaining openness to other methods of teaching and learning.

**Section 3.** The Children's House shall not discriminate against anyone on the basis of race, disability, religious denomination, color, sex, sexual orientation, or national origin. Furthermore, the Children's House shall make every effort to promote diversity as a value and to overcome the effects of societal discrimination in the make up of its students and employees and in its own decision making processes. The Children's House shall not discriminate against any employee because of the person's age or veteran status.

### **ARTICLE II BOARD OF DIRECTORS**

**Section 1.** The general authority to manage the affairs, property and business of the school shall be vested in a Board of Directors.

**Section 2.** The Board of Directors shall consist of not less than four and not more than twenty-five persons, with the number of board members to be established by the Board from time to time. Directors shall serve no more than two three-year terms. Each Director shall hold office for the term for which the person was elected and until a successor has been elected. The Board Chair may serve an additional year on the board if completion of the term as Board Chair coincides with the individual's last year as director. The head staff member, known as the Director, shall be a non-voting *Ex Officio* member of the Board.

**Section 3.** The duties of the Board of Directors shall be:

- a) To elect officers.

- b) To establish the policy and program of the school within the limits set by the charter and by-laws and to amend them in the manner prescribed therein.
- c) To interpret and represent the school in its relationship with the community and with organizations willing to donate funds or time for the support and operation of the school.
- d) To approve policies for the school in respect to the receipt and disbursement of funds, including the preparation of an annual budget.
- e) To select and employ the Director, who shall be responsible for the proper administration and for the programs of the school.
- f) To establish the number of Board members, elect Board members and to fill vacancies on the Board as they occur.
- g) To review and confirm compensation for school personnel annually.
- h) To establish such committees, study group or task forces as in its judgment will best promote the purposes and objectives of the school.
- i) To grant and confer such diplomas or certificates or other honors on behalf of the Children's House that the Board may deem appropriate.
- j) To buy, sell, lease, mortgage, or otherwise use and dispose of the property of the school in such manner and upon such terms as the Board of Directors shall deem appropriate.
- k) To promote diversity in admission policies and procedures and in its employment policies and procedures.
- l) To conduct board and committee meetings.
- m) To take other actions as shall be considered appropriate by the Board of Directors.

**Section 4.** The members of the Board of Directors shall be elected by a majority vote of the entire Board at the Annual meeting. The Board shall endeavor to nominate one or more parents of new incoming students. New directors shall take office at the first meeting following the annual meeting.

**Section 5.** A Director may resign by tendering notice in writing to the Board Chair or Secretary. Any Director that fails to discharge fully and faithfully the duties of a director or that has been absent from three consecutive meetings of the Board may be removed by a majority of the Directors then in office. The Board Chair may ask any Director that has been absent from two meetings in a school year to voluntarily resign. Vacancies on the Board of Directors shall be filled by majority vote of the directors present at a meeting at which a quorum is present. If a vacancy is created by increasing the size of the Board, the Board shall determine the expiration of the term of the director elected to fill such vacancy.

## **ARTICLE III OFFICERS**

**Section 1.** The officers of the Board of Directors shall consist of the following:

- a) The Board Chair shall preside at meetings of the Board of Directors and shall exercise such other duties as may be relevant to the office and as prescribed by the Board of Directors. The Board Chair shall vote only to break a tie.
- b) The Secretary shall keep minutes of the meetings of the Board of Directors, shall give all notices as required by the by-laws, and shall execute all correspondence on behalf of the Board of Directors.
- c) The Treasurer shall review the receipt and disbursement of the funds of the school, review accounts receivable, review financial records of the school, make a regular financial report to the Board, and such other duties as the Board of Directors may designate.

**Section 2.** The Board of Directors may delegate any of the above duties or other duties to any appropriate person, who need not be a director. The Board may create and elect other officers.

**Section 3.** The officers of the Board of Directors shall be appointed by and from the Board of Directors at the first meeting following the annual meeting, or as otherwise set by the Board. They shall serve unlimited terms of one (1) year, or until their respective successors qualify, except that the Board Chair may only be elected to a second one year term.

**Section 4.** If an office of the school becomes vacant during the year, the vacancy shall be filled by the Board of Directors. Officers so appointed shall continue in office until the regular election.

## **ARTICLE IV MEETINGS**

**Section 1.** There shall be an annual meeting of the Board.

**Section 2.** There shall be a Board of Directors meeting at least quarterly, or as the Board Chair may from time to time determine to be necessary. Special meetings of the Board may be called by the Chair, or at the request of any two or more directors.

**Section 3.** Fifty percent of the Board of Directors shall constitute a quorum. Action may be taken by a majority vote of those board members present provided a quorum is established. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting. If all the directors shall severally or collectively consent in writing to any action to be taken by the school, the action shall be authorized to the same extent as if it had

been authorized at a meeting of the Board of Directors. Voting at a meeting of the Board of Directors may be in person or by proxy. Votes collected by proxy must be in writing to the Board Chair. No votes may be cast until the question has been called.

## **ARTICLE V COMMITTEES**

**Section 1.** The Board may determine to establish an executive committee, which if established shall be composed of the officers of the Board or any other directors chosen by the Board Chair. The executive committee shall act for the Board between Board meetings and make a full report of any of its actions at the next meeting of the Board. A quorum of the executive committee shall be fifty percent of its members. The Board Chair shall chair meetings of the executive committee. The members of this committee shall serve for a term of one (1) year or until their successors are elected.

**Section 2.** The Board may appoint such committees and designate committee members as shall be required to investigate, formulate or implement the policies of the Board.

## **ARTICLE VI FINANCIAL**

**Section 1.** The Chairperson, Secretary, and Director of the Children's House shall be designated signatories authorized to sign contracts for the school. Signatories may not make unbudgeted contractual obligations exceeding \$1,000 on behalf of the Children's House without prior Board approval, except under exigent circumstances, the Director may exceed this limitation in consultation with any two officers, with the participation of the Board Chair being mandatory unless the Board Chair is not immediately available.

**Section 2.** The fiscal year of the school shall be from June 1 to May 31.

## **ARTICLE VII INDEMNIFICATION**

**Section 1.** The Children's House shall indemnify each present and future director and officer, and his or her heirs, executors and administrators, to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted.

## **ARTICLE VIII AMENDMENTS**

**Section 1.** By-laws of the school may be adopted amended or repealed at any meeting of the Board by three-fourths vote of those members present at a meeting at which quorum is present after fourteen (14) written days notice of the proposed amendment.