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**BYLAWS OF  
CHIARAVALLE MONTESSORI SCHOOL**

(Formed under the Illinois General  
Not For Profit Corporation Act)

**ARTICLE 1 – NAME AND OFFICES**

**SECTION 1. Name.** The name of the corporation shall be Chiaravalle Montessori School, sometimes referred in these bylaws as Chiaravalle.

**SECTION 2. Offices.** The corporation shall have and continuously maintain within the State of Illinois a registered office at such place as may be designated by the Board of Trustees.

**ARTICLE II – EQUAL OPPORTUNITY**

The corporation shall not discriminate against any person on the basis of race, color, national, and ethnic origin, sexual orientation or expression, gender, or religion, or otherwise, in violation of the law and in connection with the operation of its school and in the administration of its hiring policies, educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs. The Board of Trustees shall adopt appropriate policies and review these policies from time to time.

**ARTICLE III – MEMBERS**

The corporation shall have no members.

**ARTICLE IV – BOARD OF TRUSTEES**

**SECTION 1. General Powers.** The affairs of the corporation shall be managed by or under the Trustees.

**SECTION 2. Number of Trustees.** The number of trustees constituting the entire Board of Trustees shall be not less than twelve (12) nor more than seventeen (17), and the number of trustees shall be established from time to time by the Board of Trustees. A majority of the Trustees shall be persons who at the time of their election were parents or guardians of a child or children enrolled at Chiaravalle. The head shall be an ex officio, non-voting member of the Board of Trustees, and shall not be counted in determining the number of trustees.

**SECTION 3. Term of Office.** Each trustee shall hold office for three years or until his or her successor shall have been duly elected and qualified. Trustees' terms shall be staggered and one-third of the Trustees shall be elected each year, except that additional trustees may be elected to fill vacancies as provided in these bylaws. A trustee who has served two consecutive 3-year terms shall not be eligible for reelection until at least one year has elapsed, unless at the time of such reelection he or she is serving or has previously served as an elected officer of the corporation.

**SECTION 4. Election of Trustees.** Trustees shall be elected by the Board of Trustees at the annual meeting. If the election of trustees shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible.

**SECTION 5. Annual Meeting.** An annual meeting of the Board of Trustees shall be held each year in the month of May at such time and at such places, within the State of Illinois as may be fixed by the president, or if the president is for any reason unable to act, by any two (2) trustees. The purpose of the annual meeting shall be to elect the Trustees and officers of the corporation and the transaction of such other business as may properly be brought before the meeting.

**SECTION 6. Other Regular Meetings.** The Board of Trustees may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

**SECTION 7. Special Meetings.** Special meetings of the Board of Trustees may be called by or at the request of the president or any two (2) trustees. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

**SECTION 8. Notice.** Notice of any meeting of the Board of Trustees shall be given at least three (3) days prior thereto, by written or electronic notice to each trustee at the address shown for such trustee on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile, such notice shall be deemed to be delivered when the facsimile is sent. If by e-mail, such notice shall be deemed to be delivered when the e-mail is sent. Notice of any meeting of the Board of Trustees may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by the bylaws.

**SECTION 9. Quorum.** At all meetings of the Board of Trustees one-third (1/3) of the total number of trustees shall constitute a quorum for the transaction of business, provided that if fewer than one-third (1/3) of the Trustees are present, a majority of the Trustees present may adjourn the meeting to another time without further notice.

**SECTION 10. Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by statute, the articles of incorporation or these bylaws. Whenever the interests of the corporation so require, the president or any two (2) trustees may request that a meeting, or any part thereof, shall be closed to all persons except the Trustees and any additional individuals whose presence at the meeting would assist the board.

**SECTION 11. Action Without Meeting.** Unless specifically provided by the articles of incorporation or these bylaws, any action required by statute to be taken at any meeting of the Board of Trustees or any other action which may be taken at a meeting of the board may be taken without a meeting if a consent in writing shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more trustees. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The

action taken shall be effective when all trustees have approved the consent unless the consent specifies a different effective date.

**SECTION 12. Attendance by Telephone.** Trustees may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other and such participation in a meeting shall constitute presence in person at the meeting.

**SECTION 13. Vacancies.** Any vacancy occurring in the Board of Trustees or any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by the Board of Trustees. A trustee elected to fill a vacancy shall serve for the unexpired term of his or her predecessor. A trustee or trustees elected by reason of any increase of the number of trustees shall be assigned to staggered terms in such a manner that the number of trustees standing for reelection in any given year shall be as nearly equal as possible.

**SECTION 14. Compensation.** The corporation shall not pay any compensation to trustees for services to the corporation, except that trustees may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts as approved by the affirmative vote of a majority of the Trustees then in office.

**SECTION 15. Removal.** One or more of the Trustees may be removed with or without cause at a meeting of the Trustees at which a quorum is present by the affirmative vote of two-thirds (2/3) of the votes present and voted, provided that written notice of such meeting is delivered to all trustees entitled to vote on removal of trustees. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more trustees named in the notice. Only the named trustee or trustees may be removed at such a meeting.

**SECTION 16. Resignation.** Any trustee may resign at any time by written notice to the Board of Trustees or the president of the corporation.

## ARTICLE V – COMMITTEES

**SECTION 1. Executive Committee.** The Board of Trustees, in its discretion, may appoint from its own members a committee of not less than three nor more than nine members which shall be known as the Executive Committee. Elected officers of the corporation who are not trustees shall serve as ex officio voting members of the Executive Committee. The president shall preside over the Executive Committee. Except as provided in Section (4) of this Article V or by law, the Executive Committee shall have the full power and authority to act on behalf of the Board of Trustees between meetings.

**SECTION 2. Nominating Committee.** The President shall appoint a committee of not less than three nor more than five persons which shall be known as the Nominating Committee. In the selection of the members of the Nominating Committee, the President shall take into account the needs of Chiaravalle, its school and its various constituencies. A majority of the Nominating Committee may consist of non-trustees. The Nominating Committee shall nominate candidates to the Board of Trustees for consideration at the annual meeting of the Board of Trustees and shall nominate candidates to fill vacancies occurring in the Board of Trustees for consideration by the Board of Trustees.

**SECTION 3. Other Committees.** The Board of Trustees may designate one (1) or more additional committees. The board shall designate each such committee either as an Advisory Committee, which may or may not have as its members trustees, or as a Board Committee, which shall consist of two (2) or more trustees, a chairperson selected by the board, and such other persons

as the chair of the committee or the board shall appoint, provided that a majority of its membership shall be trustees.

**SECTION 4. Board Committees.** The following provisions shall govern the conduct of Board Committees:

- (a) Manner of Acting. Each Board Committee, to the extent provided in the resolution creating such Board Committee and except as limited by law, the articles of incorporation or these bylaws, shall have and exercise the authority of the Board of Trustees in the management of the corporation; provided that it shall not have the power or authority to adopt a plan for the distribution of the assets of the corporation, or for dissolution; fill vacancies on the Board of Trustees, elect, appoint or remove any officer or fix the compensation of any member of a Board Committee or trustee; adopt, amend, or repeal the bylaws or the articles of incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation; or amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Trustees when the resolution or action of the board provides by its terms that it shall not be amended, altered or repealed by action of a Board Committee. Unless otherwise provided in the resolution creating a Board Committee, such Board Committee may by majority vote of its members fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure, which shall not be inconsistent with these bylaws or with rules adopted by the Board of Trustees.
- (b) Term of Office. Each member of a Board Committee shall continue as such until his or her successor is appointed, unless the Board Committee shall be sooner terminated, or unless such member be removed from such Board Committee, or unless such member shall cease to qualify as a member thereof.
- (c) Vacancies. Vacancies in the membership of any Board Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- (d) Quorum. Unless otherwise provided in the resolution of the board of designating a committee, a majority of the whole Board Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board Committee.
- (e) Action Without Meeting. Any action which may be taken at a meeting of a Board Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board Committee entitled to vote with respect to the subject matter thereof.
- (f) Attendance by Telephone. Members of a Board Committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other and such participation in a meeting shall constitute presence in person at the meeting.

**SECTION 5. Advisory Committees.** Any committee that the board does not designate as a Board Committee shall be an Advisory Committee, which may not act on behalf of the corporation or bind it to any action, but may make recommendations to the board or the officers.

## ARTICLE VI – OFFICERS

**SECTION 1. Enumeration.** The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer and a head of school. The Board of Trustees may also elect one or more additional vice presidents or assistant secretaries or assistant treasurers and such other officers as it shall deem appropriate. The president and the first vice president shall be trustees, but any other officer may or may not be a trustee as the Board of Trustees shall determine. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of president and first vice president and president and secretary.

**SECTION 2. Term of Office.** The officers of the corporation other than the head of school shall be elected at the annual meeting of the Board of Trustees. All officers shall hold office until their successors are elected and qualified or until their death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Election of an officer shall not of itself create contract rights. Any officer elected by the Board of Trustees may be removed by the board whenever in its judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**SECTION 3. President.** The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Trustees, the president shall have general supervision, direction and control of the general business and affairs of the corporation and shall perform all duties incident to the office of president and such other duties as may be assigned to him or her by the Board of Trustees. Except in those instances in which the authority to execute is expressly delegated to another office or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Trustees, the president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Trustees has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Trustees, according to the requirements of the form of the instrument. The president may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Trustees.

**SECTION 4. Vice President.** The vice president shall perform such duties and have such other powers as shall be assigned to him or her by the president or the Board of Trustees. Further, 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 of and be subject to all the restrictions upon the president.

**SECTION 5. Secretary.** The secretary shall keep a record of all proceedings of the Board of Trustees in a book to be kept for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Trustees.

**SECTION 6. Treasurer.** The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the corporation; have charge and custody of all funds and securities of the corporation, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned to him or her by the president or the Board of Trustees. With the approval of the Board of Trustees,

the treasurer may delegate specified duties to an assistant treasurer or other person for the effective conduct of the affairs of the corporation.

**SECTION 7. Head.** The head shall be the chief administrative and operating officer of the corporation and shall in general supervise and control all of the educational affairs of the corporation and its day-to-day operations, including recruiting and supervision of teachers, school curriculum, student admission standards, general supervision of students, financial matters, building and grounds, fund raising, liaison with the parent body, and such other duties as may be prescribed by the Board of Trustees from time to time.

## **ARTICLE VII – GENERAL PROVISIONS**

**SECTION 1. Contracts.** The Board of Trustees may authorize any officer or officers or agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

**SECTION 2. Check, Drafts, Etc.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the secretary and countersigned by the president of the corporation. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Trustees.

**SECTION 3. Fiscal Year.** The fiscal year of the corporation shall be fixed by resolution of the Board of Trustees.

**SECTION 4. Seal.** On the corporate seal shall be inscribed the name of the corporation and the words “Corporate Seal” and “Illinois.”

**SECTION 5. Waiver of Notice.** Whenever any notice is required to be given under law, the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**SECTION 6. Amendments.** The power to alter, amend, or repeal the articles of incorporation or the bylaws or adopt new articles of incorporation or bylaws shall be vested in the Board of Trustees and shall be adopted by the affirmative vote of at least a majority of all of the Trustees then serving. Such action may be taken at a meeting for which written notice of the specific purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

**SECTION 7. Conflicts of Interest.** (a) These bylaws recognize that both real and apparent conflicts of interest or dualities of interest (hereinafter referred to as “conflicts”) sometimes naturally occur in the course of conducting the corporation’s daily affairs. A conflict as used in these bylaws refers only to personal, proprietary interests of the persons covered by this policy and their families and not to philosophical or professional differences of opinion. The corporation’s affirmative policy shall be to require that all actual or apparent conflicts be disclosed promptly and fully to all

necessary parties and to prohibit specified involvement in the affairs of the corporation by persons having such conflicts.

(b) This policy shall apply to all members of the Board of Trustees and its committees and officers, and such other individuals as the Board of Trustees shall determine. The secretary shall have the affirmative obligation to publicize periodically this policy to all such parties.

(c) All persons to whom this policy applies shall disclose all real and apparent conflicts which they discover or have brought to their attention in connection with the corporation's activities. "Disclosure" as used in these bylaws shall mean providing promptly to the appropriate persons a written description of the facts comprising real and apparent conflict. An annual disclosure statement shall be circulated to all persons to whom this policy applies to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts arise. The written disclosure of notices of conflicts shall be filed with the president or any other person designated by him or her from time to time to receive such notifications. All disclosure notices received hereunder shall be noted for record in the minutes of a meeting of the Board of Trustees.

(d) When an individual trustee, committee member, officer or person covered by this policy believes that he or she or a member of his or her immediate family might have or does have a real or apparent conflict, he or she should, in addition to filing the disclosure notice required under this Section 7, abstain from making motions, voting, executing agreements, or taking any other similar direct action on behalf of the corporation where the conflict might pertain, but he or she shall not be precluded from debate or other similar involvement on behalf of the corporation, but shall recuse himself or herself on any vote on such matter, and his or her presence shall be counted in determining whether a quorum exists at any meeting of the Board of Trustees. When any person requests in writing, or upon its own initiative, the board at any time may establish further guidelines consistent with the interests of the corporation for the resolution of any real or apparent conflicts.

## **ARTICLE VIII – INDEMNIFICATION AND INSURANCE**

**SECTION 1. Third Party Actions.** The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a trustee, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

**SECTION 2. Suits By Or In The Right Of The Corporation.** The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of

another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**SECTION 3. Rights Upon Success.** To the extent that a trustee, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VIII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**SECTION 4. Determination of Indemnification.** Any indemnification under Sections (1) and (2) of this Article VIII (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (1) and (2) of this Article VII. Such determination shall be made (i) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties to such action, suit or proceeding and (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

**SECTION 5. Payment of Expenses In Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article VII.

**SECTION 6. Non-Exclusivity And Continuity.** The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**SECTION 7. Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her 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 VIII.