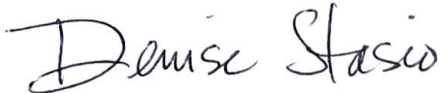


AMENDED AND RESTATED BYLAWS OF ST. CATHERINE'S  
MONTESSORI, INC.

APPROVED ON June 1, 2024

APPROVED BY:

Denise Stasio, President



Angie Gubitz, Vice-President




Sarah Scherschel, Secretary



Lauren Wasielewski, Treasurer



Misty Matin, Board Member

  
[Misty Matin \(Oct 10, 2024 04:51 CDT\)](#)

Chad Mavity, Board member



Sam McGlone, Board Member



Eric Rodriguez, Board Member



Kevin Smith, Board Member



## **ST. CATHERINE'S MONTESSORI MISSION STATEMENT**

As a Catholic Montessori school, St. Catherine's is dedicated to an educational experience which awakens in our students the awareness of their gifts and responsibilities as individuals in relationship with Jesus Christ and as stewards of the global community.

### **ARTICLE I: NAME OF THE CORPORATION.**

The name of the Corporation is St. Catherine's Montessori, Inc.

### **ARTICLE II: PURPOSE OF THE CORPORATION.**

The Corporation's purpose is educational and the Corporation pledges its assets for its educational purpose.

### **ARTICLE III: DIRECTORS.**

#### Section 1 - Board Function.

The main charge of the school board is to maintain the institution's essential character and integrity and ensure that it remains viable to serve the children of today's students, while being mindful of the boundary between board operations and day-to-day school management.

#### Section 2 - Number and Tenure.

The property, business and affairs of the Corporation shall be managed by a Board of Directors (the "Board") consisting of between nine (9) and twelve (12) members. No more than 33% of the members of the Board shall have family members attending the school. At least three (3) members of the Board shall be members of the Dominican Order, Dominican Family or a religious order or orders affiliated with the Roman Catholic Church. At least three (3) members of the Board will be filled from the greater community including, but not limited to alumni, alumni parents, or other members of the St. Catherine's community who do not have family members currently enrolled in the school, and individuals with no affiliation with St. Catherine's. Employees of the School and their family members shall not be eligible to serve on the Board.

Each appointed Director shall hold office for three (3) years or until such Director's successor shall be appointed and shall qualify. Directors may renew their term once, followed by at least one (1) mandatory year off the Board. The Board shall be self-perpetuating and follow the nomination and approval process set forth by the Committee on Directors as approved by the Board. The Board may appoint qualified individuals, including past officers and directors and potential future director appointees, to serve on Board committees as needed.

In the event that a current Board member who did not previously have a family member attending the school has a family member begin attending the school, and the total number of Board members with a family member attending the school exceeds



33% of the number of Directors, each Board member who has a family member attending the school may serve out the remainder of that Board member's term, and the board composition should be rectified in the normal course of Director rotation off and onto the Board. In the event that a current Board member begins working at the school or has a family member who begins working at the school, that Board member will be required to step down from the Board immediately. The vacancy will be handled in accordance with the bylaws Article III, Section 3.

#### Section 3 - Vacancies.

Each Director appointed to fill a vacancy among the Directors, or to replace a Director, shall be nominated and approved by the Board and shall hold office until the expiration of the term of office of the Director whom such Director is replacing.

#### Section 4 - Place of Meeting.

Meetings of the Board, regular or special, may be held either within or without of the State of Texas. Directors may participate in a meeting of the Board by means of conference telephone or video or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

#### Section 5 - Regular Meetings.

The Board shall meet a minimum of six (6) times a year during the regular academic year for the transaction of such business as may properly be brought before it. Notice shall be sent by mail, phone or electronic mail at least four days before the meeting. The meeting schedule shall be established at the first meeting of the Board in the current academic year. Provision of this schedule to Directors shall serve as the notice required by this Section.

#### Section 6 - Special Meetings.

Special meetings of the Board may be held at any time upon the call of the majority of the Directors in office or the President of the Corporation. Notice shall be sent by mail, phone or electronic mail at least four days before the meeting.

#### Section 7 - Waiver of Notice.

Notice of the time, place and purpose of any meeting of the Board may be waived as set forth in Article VI, Section 3 of these Bylaws. Attendance of a Director at such meeting shall also constitute a waiver of notice thereof, except where such Director attends for the announced purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Except as otherwise herein provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting.

#### Section 8 - Quorum.

A majority of the number of Directors then serving in office by these Bylaws shall



constitute a quorum for the transaction of business. Except as otherwise provided herein, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board.

#### Section 9 - Compensation.

Directors as such shall not receive any stated salary for their services, but by resolution of the Board expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

#### Section 10 - Removal.

Any Director may be removed, either for or without cause, at any special meeting of the Board by the affirmative vote of a majority of the Directors in office. The notice calling such a meeting shall give notice of the intention to act upon such matter, and if the notice so provides, the vacancy caused by such removal may be filled at such meeting in the manner set forth in Article I, Section 3 of these Bylaws.

#### Section 11 - Committees.

The Board shall have five (5) standing committees (Advancement, Buildings & Grounds, Committee on Directors, Finance, and Head of School Support & Evaluation). The Board may also, by resolution adopted by a majority of the Directors in office, designate any ad hoc committee deemed necessary by the Directors for the management of the Corporation. Each standing committee shall consist of three (3) or more persons with at least one (1) Director. The President shall serve as the chair of the Head of School Support & Evaluation Committee. The Treasurer shall serve as chair of the Finance Committee. Each ad hoc committee shall consist of two (2) or more persons who need not be Directors. These committees shall advise the Board with respect to such matters as the Board shall direct. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or such Director by law.

#### Section 12 - Action Without a Meeting.

Any action required or permitted by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board or a committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors in office, or all of the members of such committee, as the case may be. The consent to action may be electronic.

#### Section 13 - Emergency Meeting.

The majority of the Directors then in office, including at least one Officer, may call an emergency meeting for any situation involving the school's property, facilities, staff, faculty or students that requires immediate discussion and possible action by the Board where lack of such immediate discussion/action could be materially



detrimental to the school and it is impractical or impossible to call a special meeting. A report of any actions taken must be shared with all Directors within 24 hours following any such emergency meeting.

## **ARTICLE IV: GOVERNANCE.**

### Section 1 - Board Responsibilities.

It shall be the duty of the Board to oversee the mission and philosophy of the Corporation. The Board shall manage the business and affairs of the Corporation. These responsibilities include but are not limited to: establishing overall policy, conducting strategic planning, ensuring the financial stability of the School, and assessing continually the School's effectiveness in carrying out the mission and philosophy of the Corporation. The Board is the employer of the Head of School, and as such shall empower the Head of School to manage all of the day-to-day operations of the Corporation, especially in the areas of student, academic, financial, and personnel affairs.

### Section 2 - Parliamentary Procedures.

The Board shall follow Robert's Rules of Order.

## **ARTICLE V: OFFICERS.**

### Section 1 - Officers.

The Officers of the Corporation shall consist of a President, one (1) or more Vice-Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board from time to time may designate, each of whom shall be elected by the Board at the regular May meeting of the Board. The offices of President and Treasurer are for an initial two (2) year term, with up to two one (1) year extensions. The offices of Vice-President and Secretary are for one (1) year, renewable terms. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. A committee duly designated may perform the function of any officer and the function of any two (2) or more officers may be performed by a single committee, including the function of President and Secretary. All officers shall be entitled to be paid or reimbursed for all costs and expenditures incurred in connection with the Corporation's operations and activities as approved by the Board.

### Section 2 - Vacancies.

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the corporation, or otherwise, the same shall be filled by the Board, and the officer so elected shall hold office for the unexpired portion of the term.

### Section 3 - Removal.

Any officer may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election appointment of an

officer or agent shall not of itself create contract rights.

#### Section 4 - President.

The President is the Chief Officer of the Corporation and shall preside at all meetings of the Board, sign all deeds, conveyances, releases and other appropriate instruments on behalf of the Corporation. The President shall also perform such other duties as may be assigned by these Bylaws or by the Board.

#### Section 5 - Head of School.

The Head of School is the Chief Executive Officer of all school operations. Subject to the ultimate authority of the Board, the Head of School shall in general supervise and control all the operational and educational affairs of the Corporation, 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 from time to time. The Head of School, though not a member of the Board, should be present at all Board meetings, except those in which the Head of School's performance or compensation is under review (the Head of School may be invited to such meetings).

#### Section 6 - Vice President.

Any Vice President may perform the usual and customary duties that pertain to such office and, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

#### Section 7 - Secretary.

It will be the duty of the Secretary to attend all meetings of the Board and record correctly the proceedings at such meetings in a book or online archive suitable for that purpose. The Secretary will also maintain these meeting minutes and any other records as appropriate. It will also be the duty of the Secretary to attest to an officer's signature as needed for all deeds, conveyances or other instruments. The Secretary shall also perform, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

#### Section 8 - Treasurer.

The Treasurer shall keep such moneys of the Corporation as may be entrusted to such officer's keeping and account for same. The Treasurer shall be prepared at all times to give information as to the condition of the Corporation and shall make a detailed annual report of the entire business and financial condition of the Corporation. The Treasurer shall also perform, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

#### Section 9 - Delegation of Authority.

In the case of any absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board may delegate some or all of the powers



or duties of such officer to any officer or to any Director, employee or agent for whatever period of time seems desirable, providing that a majority of the Directors in office concur therein.

## **ARTICLE VI: MISCELLANEOUS PROVISIONS.**

### Section 1 - Indemnification of Officers and Directors.

Each person who shall serve or have served as a Director or officer of the Corporation shall be indemnified by the Corporation against expenses and cost (including attorney's fees) actually and necessarily incurred by such person in connection any claim asserted against such person, by action in court or otherwise, by reason of being or having been such Director or officer to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be changed. The right to indemnification includes the right to such indemnification if a Director has met the standard of conduct under Section 8.101(a)(1) of the Texas Business Organizations Code. The Board may authorize the purchase of and maintain insurance on behalf of any person described in this Section against any liability asserted against or incurred by such person which arises out of such person's status in such capacity or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

### Section 2 - Amendments.

Except to the extent set forth below, these Bylaws may be altered or repealed by the affirmative vote of a majority of Directors in office at any regular meeting of the Board or at any special meeting of the Board if notice of the proposed alteration or repeal shall be contained in the notice of such special meeting. Article III: Section 2, Article IV: Section 2 and this section may be altered or repealed only by the vote of two-thirds of the Directors in office.

### Section 3 -Waiver.

Whenever, under the provision of any law, the Articles of Incorporation or amendments thereto, or these Bylaws, if any notice is required to be given to any Director or Committee member, a waiver of such notice requirement in writing signed by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be equivalent to the giving of such notice.

### Section 4 - Offices.

The principal office of the Corporation shall be located in Houston, Texas unless and until changed by resolution of the Board.

### Section 5 -Resignation.

Any Directors or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of receipt by the President or Secretary.

Section 6 - Fiscal year.

The fiscal year of the Corporation shall begin on the 1st day of July of each year.

Originally adopted by the Board of Directors of St. Catherine's Montessori on the 19th day of August, 1998, and amended on the 28th day of May, 2003, and further amended on the 21st day of June 2019, and further amended on the 26th day of September, 2019, and further amended on this 2nd day of October, 2019, amended and restated on the 9th day of November, 2022, and amended and restated on the 1st day of June, 2024.