

**BYLAWS**  
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Leelanau Montessori

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**BYLAWS OF Leelanau Montessori Public School Academy**

**ARTICLE I LEELANAU MONTESSORI PUBLIC SCHOOL ACADEMY**

This organization shall be called Leelanau Montessori Public School Academy (the "Academy" or the "corporation").

**ARTICLE II FORM OF ACADEMY**

The Academy is organized as a non-profit, non-stock, directorship corporation.

**ARTICLE III OFFICES**

Section 1. Principal Office.

The principal office of the Academy shall be located in the State of Michigan.

Section 2. Registered Office.

The registered office of the Academy may be the same as the principal office of the Academy, but in any event must be located in the state of Michigan, and be the business office of the resident agent, as required by the Michigan Nonprofit Corporation Act. Changes in the resident agent and registered address of the Academy must be reported to the Michigan Department of Energy, Labor and Economic Growth, Bureau of Commercial Services, the Michigan Department of Education, and the Sutton Bay Public Schools Board of Education ("School Board")

**ARTICLE IV BOARD OF DIRECTORS**

Section 1. General Powers.

The business, property and affairs of the Academy shall be managed by the Academy Board of Directors ("Academy Board"). The Academy Board may exercise any and all of the powers granted to it under the Michigan Non-Profit Corporation Act or pursuant to Part 6A of the Revised School Code ("Code"). The Academy Board may delegate such powers to the officers and committees of the Academy Board as it deems necessary, so long as such delegation is consistent with the Articles, these Bylaws, the Contract and Applicable Law. The Academy Board may adopt policies related to the operation, administration, and management of the Academy, provided such policies do not (i) violate Applicable Law; (ii) conflict with any provision of the Contract; or (iii) conflict with any policy adopted by the School Board. Policies adopted by the Academy Board are not part of the Contract and may be amended from time to time by the Academy Board without prior approval of the School Board (or designee).

Section 2. Method of Selection and Appointment.

The initial members of the Academy Board shall be selected by the incorporators of the Academy subject to the approval of the School Board.

Subsequent members of the Board shall be selected on nomination and vote of two-thirds vote of the existing Board whether by expiration of term or vacancy by any other reason.

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Section 3. Length of Term. The term of each position of the Academy Board shall be for a period of three (3) years, except: (a) the terms of the initial positions of the Academy Board, which shall be staggered to so that at least two positions expire each following year.

Section 4. Number of Director Positions. The number of Director on the Academy Board shall be seven (7) to nine (9). Due to an unexpected vacancy the Academy Board may have fewer than seven (7) members for no more than ninety (90) days

Section 5. Prerequisite Qualifications of Members. Before individuals become members of an Academy Board, the nominee must: (a) be recommended by a resolution and two-thirds vote of the Academy Board, (b) submit Application for Public School Academy Board Appointment which must include authorization to process a criminal background check (c) take the constitutional oath of office; and (d) sign and file the Oath of Public Office with the Academy Board.

The members of an Academy Board shall not include: (a) employees of the public school academy; (b) any director, officer, or employee of a service provider or management company that contracts with the academy; or (c) a Suttons Bay Public Schools official or employee, as a representative of Suttons Bay Public Schools.

Section 6. Oath of Public Office. All members of the Academy Board must take the constitutional oath of office and sign the Oath of Public Office. No appointment shall be effective prior to the filing of the Oath of Public Office.

Section 7. Tenure. Each Director shall hold office until the Director's replacement, death, resignation, removal or until the expiration of the term, whichever occurs first.

Section 8. Removal.

The Academy Board may remove a Director for good cause upon two-thirds vote of the Academy Board. Determinations for removal of a Director shall be final and not subject to further appeal.

Section 9. Resignation. Any Director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective upon receipt or at a subsequent time if so designated in a written notice. A successor shall be appointed as provided in Section of this Article.

Section 10. Board Vacancies. A Board of Director vacancy shall occur when a board member's term expires without reappointment; upon a board member's death, resignation, removal, failure to maintain residency in the State of Michigan, or disqualification; upon

enlargement of the Academy board; or as otherwise specified by applicable law. Any vacancy shall be filled as provided in Section 2 of this Article.

Section 11. Compensation. A Director of the Academy shall serve as a volunteer Director. By resolution of the Board, the Directors may be reimbursed for their reasonable expenses related directly to their duties as academy board members.

## **ARTICLE V MEETINGS**

### Section 1. Annual and Regular Meetings.

The Academy Board shall hold an annual meeting each year. The Academy Board must provide, by resolution, the time and place, within the state of Michigan, for the holding of regular meetings. The Academy Board shall provide notice of the annual and all regular meetings as required by the Open Meetings Act.

### Section 2. Special Meetings.

Special meetings of the Academy Board may be called by the Academy Board President or any two members of the Academy Board. The person or persons authorized to call special meetings of the Academy Board may fix the place within the state of Michigan for holding any special meeting of the Academy Board called by them, and, if no other place is fixed, the place of meeting shall be the principal business office of the corporation in the state of Michigan. The corporation shall provide notice of all special meetings as required by the Open Meetings Act.

### Section 3. Notice; Waiver.

The Academy Board must comply with the notice provisions of the Open Meetings Act. In addition, notice of any meeting shall be given to each Director stating the time and place of the meeting, delivered personally or mailed or sent by facsimile to each Director at the Director's business address. Any Director may waive notice of any meeting by written statement, facsimile, or electronic mail sent by the Director, signed before or after the holding of the meeting.

The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 4. Quorum.

A majority of the Directors of the Academy Board constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time, providing such notice as is required by the Open Meeting Act.

### Section 5. Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Academy Board. To the extent permitted by the Open Meetings Act,

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Directors participating in a meeting of the Academy Board by means of remote communication may vote at the meeting if all of the following are met:

- (a) The corporation implements reasonable measures to verify that each person considered present and permitted to vote at the meeting by means of remote communication is a Director.
- (b) The corporation implements reasonable measures to provide each Director a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Directors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings.
- (c) If any Director votes or takes other action at the meeting by means of remote communication, a record of the vote or other action is maintained by the corporation.
- (d) A Director may be present and vote at an adjourned meeting of the Academy Board by a means of remote communication if he or she was permitted to be present and vote by that means of remote communication in the original meeting.

Section 6. Open Meetings Act.

All meetings of the Academy Board, shall at all times be in compliance with the Open Meetings Act, Public Act 267 of 1976, compiled at MCL 15.261 – 15.275.

Section 7. Presumption of Assent.

A Director of the Academy Board who is present at a meeting of the Academy Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless that Director's dissent shall be entered in the minutes of the meeting or unless that Director shall file a written dissent 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.

This right to dissent shall not apply to a Director who voted in favor of such action.

**ARTICLE VI**  
**COMMITTEES**

Section 1. Committees. The Academy Board, by resolution, may designate one or more committees, each committee to consist of one or more Directors selected by the Academy Board. As provided in the resolution as initially adopted, and as thereafter supplemented or amended by further resolution, the committees shall have such powers as delegated by the Academy Board, except (i) filling of vacancies in the officers of the Academy Board or committees created pursuant to this Section; (ii) amending the Articles of Incorporation or Bylaws; or (iii) any action the Academy Board cannot lawfully delegate under the Articles, Bylaws or Applicable Law. All committee meetings shall at all times be in compliance with the Open Meetings Act. Each committee shall fix its own rules

governing the conduct of its activities and shall make such reports to the Academy Board of its activities as the Academy Board may request.

## **ARTICLE VII**

### **OFFICERS OF THE BOARD**

Section 1. Number. The officers of the Academy shall be a President, Vice-President, Secretary, Treasurer, and such assistant Treasurers and assistant Secretaries as may be selected by the Academy Board.

Section 2. Election and Term of Office. The Academy Board shall elect the initial officers at its first duly noticed meeting. Thereafter, the officers of the Academy shall be elected annually by the Academy Board. If the election of officers is not held at the annual meeting, the election shall be held as soon thereafter as may be convenient. Each officer shall hold office while qualified or until the officer resigns or is removed in the manner provided in Section 3.

Section 3. Removal. Any officer or agent elected or appointed by the Academy Board may be removed by the Academy Board whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office shall be filled by appointment by the Academy Board for the unexpired portion of the term.

Section 5. President. The President of the Academy shall be a member of the Academy Board. The President of the corporation shall preside at all meetings of the Academy Board. If there is not a President, or if the President is absent, then the Vice-President shall preside. If the Vice-President is absent, then a temporary chair, chosen by the members of the Academy Board attending the meeting shall preside. The President shall be an ex officio member of all standing committees and shall be Chairperson of those committees designated by the Academy Board. The President shall, in general, perform all duties incident to the office of President of the Board as may be prescribed by the Academy Board from time to time.

Section 6. Vice-President. The Vice-President of the Academy shall be a member of the Academy Board. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Academy Board.

Section 7. Secretary. The Secretary of the Academy shall be a member of the Academy Board. The Secretary shall: (a) keep the minutes of the Academy Board meetings in one or more books provided for that purpose; (b) see that all notices, including those notices

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required under the Open Meetings Act, are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all authorized documents; (d) keep a register of the post office address of each Director; and (e) perform all duties incident to the office of Secretary and other duties assigned by the President or the Academy Board.

Section 8. Treasurer. The Treasurer of the Academy shall be a member of the Academy Board. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation in such banks, trust companies or other depositories as shall be selected by the Board; (d) complete all required corporate filings; (e) assure that the responsibilities of the fiscal agent of the corporation are properly carried out; and (f) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Academy Board.

Section 9. Assistants and Acting Officers. The Assistants to the officers, if any, selected by the Academy Board, shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or Treasurer or by the Academy Board. The Academy Board shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impractical for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Academy Board may by resolution otherwise determine.

Section 10. Salaries. Officers of the Board, as Directors of the corporation, may not be compensated for their services. By resolution of the Academy Board, officers may be reimbursed for reasonable expenses related directly to their duties as Officers of the Academy.

Section 11. Filling More Than One Office. Subject to the statute concerning the Incompatible Public Offices, Act No. 566 of the Public Acts of 1978, being Sections 15.181 to 15.185 of the Michigan Compiled Laws, any two offices of the corporation except those of President and Vice-President may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

## **ARTICLE VIII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS**

Section 1. Contracts. The Academy Board may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the corporation.

## Leelanau Montessori Public School Academy Bylaws (continued)

Such authority may be general or confined to specific instances, but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Academy Board authorizes the execution of a contract or of any other instrument in the name of and on behalf of the corporation, without specifying the executing officers, the President or Vice-President, and the Secretary or Treasurer may execute the same and may affix the corporate seal thereto. No contract entered into, by or on behalf of the Academy Board, shall in any way bind Suttons Bay Public Schools or impose any liability on Suttons Bay Public Schools, its trustees, officers, employees or agents.

Section 2. Loans. No loans shall be contracted on behalf of the Academy and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Academy Board. Such authority may be general or confined to specific instances. No loan, advance, overdraft or withdrawal by an officer or Director of the corporation, other than in the ordinary and usual course of the business of the Academy, shall be made or permitted. No loan entered into, by or on behalf of the Academy Board, shall in any way be considered a debt or obligation of Suttons Bay Public Schools or impose any liability on Suttons Bay Public Schools, its trustees, officers, employees or agents.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Academy, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Academy Board.

Section 4. Deposits. All funds of the Academy shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Academy Board may select, provided that such financial institution is not ineligible to be a depository of surplus funds under Section 1221 of the Revised School Code, being Section 380.1221 of the Michigan Compiled Laws.

Section 5. Voting of Gifted, Bequested or Transferred Securities Owned by this Corporation. Subject always to the specific directions of the Academy Board, any shares or other securities issued by any other corporation and owned or controlled by this corporation may be voted at any meeting of security holders of such other corporation by the President of this corporation or by proxy appointed by the President, or in the absence of the President and the President's proxy, by the Secretary or Treasurer of this corporation or by proxy appointed by the Secretary or Treasurer.

Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this corporation shall be executed in the name of this corporation by the President, the Secretary or the Treasurer of this corporation without necessity of any authorization by the Academy Board, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation

and owned by this corporation the same as such shares or other securities might be voted by this corporation. This section shall in no way be interpreted to permit the corporation to invest any of its surplus funds in any shares or other securities issued by any other corporation. This section is intended to apply, however, to all gifts, bequests or other transfers of shares or other securities issued by any other corporation which are received by the corporation.

Section 6. Contracts Between Corporation and Related Persons. As required by Applicable Law, any Director, officer or employee of the Academy, who enters into a contract with the Academy, that meets the definition of contract under the statute on Contracts of Public Servants with Public Entities, Act No. 317 of the Public Acts of 1968, being sections 15.321 to 15.330 of the Michigan Compiled Laws, shall comply with the public disclosure requirements set forth in Section 3 of the statute.

**ARTICLE IX**  
**INDEMNIFICATION**

Each person who is or was a Director, officer or member of a committee of the Academy and each person who serves or has served at the request of the Academy as a trustee, director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Academy to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

**ARTICLE X**  
**FISCAL YEAR, BUDGET AND UNIFORM BUDGETING AND ACCOUNTING.**

The fiscal year of the corporation shall begin on the first day of July in each year. The Academy Board, subject to the oversight responsibilities of the Suttons Bay Public Schools, shall have exclusive control of the budget. The Academy Board shall prepare and publish an annual budget in accordance with the Uniform Budgeting and Accounting Act, being Act 2 of the public laws of Michigan of 1968, as amended.

**ARTICLE XI**  
**SEAL**

The Academy Board may provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the corporation, the State of Michigan and the words "Corporate Seal" and "Public School Academy."

**ARTICLE XII  
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by obtaining (a) the affirmative vote of a majority of the Academy Board at any regular or special meeting of the Academy Board, if a notice setting forth the terms of the proposal has been given in accordance with the notice requirements of these Bylaws and applicable law.

**ARTICLE XIII TERMS AND CONDITIONS DEFINITIONS**

**The definitions set forth in the Terms and Conditions incorporated as part of the Contract shall have the same meaning in these bylaws.**

**CERTIFICATION**

The Academy Board certifies that these Bylaws were adopted as and for the Bylaws of a Michigan corporation in an open and public meeting, by the Academy Board on the \_\_\_ day of \_\_\_\_\_, 2010.

The Academy Board further certifies that these Bylaws were duly adopted at its initial meeting.

\_\_\_\_\_  
Secretary, Leelanau Montessori Public School Academy Board of Directors