AMENDED AND RESTATED BYLAWS

OF THE

MONTESSORI SCHOOL OF
NORTHERN VIRGINIA, INC.
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Article I. OFFICES

Section 1.01 Offices. An office of the Corporation shall be located in the area of Northern Virginia. The Corporation may also establish and maintain other offices in the Commonwealth of Virginia as may from time to time be determined by the Board of Trustees.

Article II. MEMBERS

Section 2.01 Membership in the Corporation. Membership in the Corporation shall be divided into two classes, as described below:

(a) Active Members.
   (1) Parents, guardians, or parent and guardian of a child or related children enrolled in and attending the School constitute a single member.
   (2) Intentionally omitted.
   (3) Members of the Staff and Faculty who are salaried employees of the Corporation may, if desired and upon giving Notice of their intent as required in section 2.06, be accepted as Active Members for the duration of their employment. Members under this section may not serve on the Board of Trustees.

(b) Sustaining Members. Sustaining Membership may be granted by the Board of Trustees to those persons who remit annually to the Corporation the sum of $250 or more for this purpose. Persons who were Sustaining Members as of December 1, 2012 shall continue to be lifetime Sustaining Members.

Section 2.02 Intentionally omitted.

Section 2.03 No Multiple Memberships. Persons qualified as Members of the Corporation in more than one class of membership shall not be deemed to have multiple memberships; and any person eligible as an Active Member shall be considered as such, regardless of any qualifications he may have as a Sustaining Member.

Section 2.04 Intentionally omitted.

Section 2.05 Members Subject to Policies of the Corporation. Members are responsible for abiding by the policies of the Corporation as may be established by the Board of Trustees.

Section 2.06 Notice of Intent. Pursuant to Section 2.01, when faculty and staff wish to give a Notice of Intent to be considered Active Members of the Corporation, then said Notice of Intent shall be in writing and in such form as the Board may determine shall be required to be delivered to the Secretary not later than the First day of October each year for Active Membership to continue.
Section 2.07  Loss of Membership. Members shall be liable for loss of membership for non-payment of their financial obligations as provided in section 9.04 of these Bylaws or for failure to abide by the established policies of the Corporation. Loss of membership under this section requires the withdrawal of any children enrolled in the School.

Section 2.08  Resignation. Any Member may resign by filing a written resignation with the Secretary effective when delivered, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, fees, assessments or other charges, tuition payments or other financial obligations theretofore accrued and unpaid.

Section 2.09  Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Article III.  MEETINGS OF MEMBERS

Section 3.01  Meetings of the Members

(a)  The Members of the Corporation shall hold an Annual Membership Meeting between the 1st day of May and the 31st day of May, inclusive.

(b)  Special Meetings may be held subject to the restrictions in this article.

(c)  Meetings of the Members shall be held at such location in the Commonwealth of Virginia as shall be specified in the Notice thereof.

Section 3.02  Annual Meetings.

(a)  The Annual Membership Meeting shall be held for the election of the Board of Trustees, receiving reports from the Board on the status of the Corporation and such other business as is appropriate for the Members to conduct.

(b)  The order of business for the Annual Membership Meeting shall be:

(i)  Confirmation of a Quorum.

(ii)  Proof of due Notice of meeting.

(iii)  Reading and disposal of minutes

(iv)  Report of President

(v)  Report of Treasurer

(vi)  Election of Trustees

(vii)  Completion of Unfinished Business

(viii)  Transaction of New Business
(ix) **Adjournment**

Section 3.03 **Special Meetings.**

(a) Special Meetings may be held upon the call of the Board of Trustees or the President, or by the Secretary if either a Special Meeting is required to be held by these Bylaws or upon the written call by Members having ten percent (10%) of the votes entitled to be cast at such a meeting.

(b) Only business within the purpose or purposes described in the meeting Notice may be conducted at a Special Meeting (VA Code 13.1-839e, 1989).

Section 3.04 **Quorum and Voting.**

(a) Except as these Bylaws or the VA Code may otherwise provide, twenty-five percent (25%) of the Active Members entitled to vote represented in person or by proxy (which may be submitted in advance electronically or otherwise) shall constitute a quorum. Once a Member is present at a meeting, he is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new record date is or shall be set for that adjourned meeting.

(b) The affirmative vote of a majority of the votes cast at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members, unless a greater proportion is required by the VA Code, the Articles of Incorporation, or these Bylaws (VA Code 13.1-849, 1989).

(c) If Sustaining Members exceed 10% of the Members present at any meeting of the Members, each Sustaining Member shall be entitled to vote but their votes shall be diluted.

Section 3.05 **Notice of Meetings.**

(a) The Secretary shall give Notice of the date, time and location of each Annual and Special Meeting of the Members to all Members entitled to vote at such meeting.

(b) Unless otherwise provided in the VA Code or these Bylaws, such Notice shall be given no less than ten (10) days nor more than sixty (60) days before the meeting date except that notice of a Members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets other than in regular course of business, or the dissolution of the corporation shall be given not less than twenty-five (25) days nor more than sixty (60) days before the meeting date. (VA Code 13.1-842).

(c) Notices shall contain an agenda, a proxy and, for a Special Meeting, a statement of general purpose for the Special Meeting.
Section 3.06 Voting Lists. In accordance with VA Code (13.1-845,1989), at least ten (10) days prior to each meeting of Members, the officer or agent having charge of the record of Members of the Corporation shall make a complete list of the Members, with the address of each, which list shall be subject to inspection by any Member during normal business hours for at least ten (10) days prior to the meeting. The list shall also be produced at the meeting and shall be subject to inspection by any Member at any time during the meeting. The original record of Members shall be prima facie evidence as to who are Members entitled to examine such list or records or to vote at any Meetings of Members.

Section 3.07 Ratification of Board Actions. Ratification by the Members of certain acts of the Board which may be required by these Bylaws or referred to the Members by the Board shall be as follows:

(a) Notice of such act of the Board shall be provided to the Members of the Corporation within ten (10) days following its adoption by the Board for the Members' review.

(b) The Notice shall inform the Members of their right to call a Special Meeting and the number of requests necessary to call such meeting (subsection 3.03(a)).

(c) A Special Meeting shall be held for the purpose of ratifying or withholding ratification of said act if the required number of Members shall act to call the meeting within fifteen (15) days of the Notice of the Board's act.

(d) If the required number to call a Special Meeting have not so acted within fifteen (15) days from the date of Notice, then that act of the Board shall be deemed ratified as of the date of the Notice.

(e) If on the date of the Special Meeting, a quorum is not present either in person or by proxy, then that act of the Board shall be deemed ratified as of that date.

(f) The vote of two-thirds (2/3) of the Members present either in person or by proxy against ratifying that act of the Board is required to prevent its adoption. The Members may return to the Board their comments or recommendations on any act not ratified.

Article IV. BOARD OF TRUSTEES

Section 4.01 General Powers. The affairs of the Corporation shall be managed by its Board of Trustees who shall have full power and authority to act on behalf of the Corporation unless these Bylaws shall provide otherwise.

Section 4.02 Number and Tenure.
(a) Unless and until the Board of Trustees approves a different number, the Board of Trustees shall consist of between nine (9) and twenty-one (21) Trustees, which number may be increased or decreased from time to time by the Board of Trustees; provided, however, that (i) no appointment or election of a Trustee shall result in an even number of Trustees or a Board of Trustees composition in which Active Members comprise less than a fifty percent (50%) plus one (1) majority of the Trustees and (ii) no decrease in the number of Trustees shall shorten the term of any incumbent Trustee. The terms of directors shall be staggered. The Board of Trustees shall provide the Members with written Notice of any such increase or decrease in the number of Trustees pursuant to this Section 4.02(a).

(b) Intentionally omitted.

(c) Intentionally omitted.

(d) At each Annual Membership Meeting, Trustees shall be chosen for a term of three (3) years.

(e) Trustees may serve no more than six (6) consecutive years, except that this section does not prevent a Trustee from completing a full term to which elected by the Members.

Section 4.03 Intentionally omitted.

Section 4.04 Qualifications.

(a) To be eligible for election or appointment as a Trustee, a person must be age eighteen (18) or older, not a current student of the Corporation, not a current employee of the Corporation, and not the spouse, partner, or member of the same household of a current Trustee of the Corporation.

(b) Trustees shall be elected by the Members of the Corporation at the Annual Membership Meeting.

Section 4.05 Vacancies. If a vacancy occurs on the Board of Trustees, including a vacancy resulting from an increase, either the Members or the Board of Trustees may fill the vacancy. The term of a Trustee elected by the Board of Trustees to fill a vacancy expires at the next Meeting of the Members at which Trustees are elected.

Section 4.06 Voting.

(a) Each Trustee shall have one vote.

(b) Trustee conflicts of interest are governed by VA Code 13.1-871, 1989.

Section 4.07 Resignation of Trustees. A Trustee may resign at any time by delivering written Notice to the Board of Trustees, the President or the Secretary. The resignation is effective when Notice is delivered unless the Notice specifies a later effective date.

Section 4.08 Removal of Trustees.

(a) Only the Members of the Corporation may remove a Trustee, either with or without cause (VA Code 13.1-860, 1989). This shall be accomplished at a meeting called for this purpose.
(b) The Board may recommend to the Members of the Corporation the removal of a particular Trustee for cause. This may be accomplished at any meeting of the Board of Trustees if previous Notice is given, all Trustees are present, and all Trustees except the subject Trustee shall by unanimous vote call a Meeting of the Members. The Board may adopt additional procedures to carry out this section.

Section 4.09 Compensation of Trustees. The Trustees shall receive no compensation for their services as Trustees, but by resolution of the Board they may be reimbursed for their actual and reasonable expenses incurred on behalf of the Corporation.

Article V. MEETINGS OF THE BOARD OF TRUSTEES

Section 5.01 Meetings of the Board of Trustees.

(a) The Board of Trustees shall hold an Annual Meeting following the Annual Membership Meeting; such Meeting shall be held no later than the 30th day of June.

(b) Regular Meetings shall be held not less than quarterly at the Corporation's premises or at such location in the Commonwealth of Virginia as the Board may decide.

(c) Special Meetings may be called by any two (2) Trustees or the President and held at such date, time and location and via such medium as may be deemed appropriate by the person or persons calling the meeting, subject to the restrictions in this article. Special Meetings of the Board may be held between Regular Meetings of the Board as required.

Section 5.02 Annual Meeting.

(a) The Annual Meeting of the Board shall be held for the election of Officers, consideration of the Budget, and such other matters as is appropriate for the Board to conduct.

(b) The Annual Board of Trustees Meeting may be held in lieu of a Regular Meeting.

Section 5.03 Reporting Requirements.

(a) At a meeting held prior to the Annual Membership Meeting, reports shall be presented to the Board by the Standing Committees, the Secretary, and the Treasurer.

(b) The report of the Secretary and the reports of all committees except the Governance Committee Report on Nominations and the Head Support and Evaluation Committee shall be summarized and included in the President's report for the Annual Membership Meeting.

Section 5.04 Quorum.

(a) The presence in person or via such medium as may be deemed appropriate by the person or persons calling the meeting subject to the restrictions in this article of a majority of the whole number of Trustees shall constitute a quorum.

(b) Intentionally omitted.
Section 5.05 Notice of Meetings.

(a) Notice of the time, date, and location of Annual and Regular Meetings shall be provided to all Trustees and Members no less than seven (7) days prior to the date of the meeting. Publishing a schedule of meetings fulfills this requirement except with respect to meetings for which the date, time, or location is subsequently changed.

(b) Notices of Special Meetings may be delivered to Trustees in any manner available. If a Special Meeting is called at least five (5) days in advance, Notice shall be provided to the Members in any manner available, including but not limited to orally or in writing, delivered personally, by mail or distribution.

(c) Failure to provide Notice of a Board of Trustees' meeting to Members of the Corporation shall in no way invalidate any action taken by the Board of Trustees at such a meeting.

Section 5.06 Executive Session.

(a) All Meetings of the Board shall be open except when the Board goes into Executive Session for discussion of matters of sensitive or confidential nature.

(b) Affirmative vote of two-thirds (2/3) of the Trustees present shall be necessary for the Board to go into Executive Session.

(c) The minutes shall state with respect to matters considered during executive session only that Executive Session was necessary and the general topic of discussion.

Section 5.07 Conduct of Meetings. The Board of Trustees may by resolution adopt a recognized set of Parliamentary Rules or may draft their own to be used to govern the conduct of all Meetings of the Board, Committees, and the Meetings of the Members.

Article VI OFFICERS OF THE CORPORATION

Section 6.01 Officers.

(a) The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Chief Administrative Officer (Head of School).

(b) Other assistant officers may be elected or appointed as the Board may deem desirable. Such officers shall have the authority and perform the duties on behalf of the Corporation which the Board may, from time to time, prescribe.

(c) Any two (2) or more offices may be held by the same person, except for the office of President and Secretary.
(a) The Officers specified in subsection 6.01(a), with the exception of the Chief Administrative Officer, shall be elected annually by the Board of Trustees at the next Regular or Special Meeting following the Annual Membership Meeting.

(b) Section 6.03a notwithstanding, each Officer shall hold office for one (1) year and until his successor has been duly elected and qualifies or until he sooner dies, resigns or is removed.

Section 6.03 Qualifications.

(a) Only Members of the Board of Trustees are eligible to be elected as Officers of the Corporation, with the exception of the Chief Administrative Officer.

(b) An Officer shall qualify for office by delivering to the Corporation such bond as may be required. If no bond is required, an Officer shall qualify by delivering to the Corporation written acceptance of that office, signed by that Officer.

Section 6.04 Removal and Resignation.

(a) Any Officer elected or appointed by the Board of Trustees may be removed either with or without cause at any time by the Board whenever, in its absolute discretion, it considers the best interests of the Corporation would be served thereby (VA Code, Section 13.1-874, 1989).

(b) Any Officer may resign at any time by giving written Notice to that effect to the Corporation, to take effect when delivered or at a later time specified in the Notice. Notice to the Corporation may be effected by providing Notice to the Secretary or, in the case of the resignation of the Secretary, Notice may be given to the President.

(c) Resignation or removal from an Office of the Corporation does not automatically include resignation or removal from the Board of Trustees.

Section 6.05 President. The President shall be the principal officer of the Corporation and shall, in general, supervise and be responsible for the execution of the business of the Corporation. The President is also responsible for presiding at all Meetings of the Members and at all Meetings of the Board; for signing, if required, with the Secretary, Treasurer and/or any other person duly authorized by the Board as may be required, any deeds, mortgages, bonds or other instruments which the Trustees or Members have authorized to be executed; and, such other duties as may be prescribed by the Board of Trustees.

Section 6.06 Vice President. The Vice President shall perform all duties and responsibilities required of the President in the absence of the President or in the event of his inability or refusal to act. The Vice President shall, unless another Officer of the Board is appointed, serve as the chair of the committee responsible for support of the Head of School and perform such other duties as may be prescribed by the Board of Trustees.
Section 6.07 Secretary. The Secretary shall handle the general correspondence of the Board of Trustees; keep the minutes of the Meetings of the Board of Trustees and Members; ensure that all Notices required by statute and these Bylaws are duly given; ensure that the record of Members is maintained (section 11.01); ensure that voting lists are prepared when required (Section 3.06); maintain the Board committee list and descriptions; and perform such other duties as may be prescribed by the Board of Trustees.

Section 6.08 Treasurer. The Treasurer shall be responsible for oversight of the implementation of the financial policies of the Corporation that are proposed by the Finance Committee and adopted by the Board of Trustees. The Treasurer shall annually review and assess the Corporation’s relationship with its financial vendors for compliance with the financial policies of the Corporation. The Treasurer shall render regular reports to the Board of Trustees regarding the annual audit of the Corporation as well as major variation from the projected annual budget approved by the Board of Trustees. The Treasurer shall serve as chair of the Finance Committee, and perform such other duties as may be assigned by the Board of Trustees.

Section 6.09 Assignment or Reassignment of Duties. The Board of Trustees may, from time to time, assign or reassign any duty assigned to one Officer to any other Officer or Assistant Officer.

Article VII. COMMITTEES

Section 7.01 Standing Committees. The standing committees may include:

(a) Executive Committee. The Executive Committee shall have the authority to make decisions in the event of an emergency when the Board is not in session and prudent management requires prompt action, all of the authority of the Board in the governance of the school, except as such authority is limited by resolution of the Board and specifically except for alteration of the mission statement, purchase or sale of property, or the hiring or firing of the Head. The Board may also delegate to the Executive Committee certain decision making authority during the summer period. The members of this committee shall be the President, Vice President, Treasurer, and Secretary of the Board of Trustees, and the Head. Other trustees may be appointed to serve on the Executive Committee by the President. The President shall serve as chair of the Executive Committee.

(b) Parent Leadership Committee. The Parent Leadership Committee engages parents in meaningful work that contributes to the life of the school and the education of their children. The committee articulates and educates parents about a central part of MSNV’s vision, in the spirit of a parent-owned cooperative; sets strategic priorities for how the school engages parents as volunteers; oversees special events to encourage community building; and creates and monitors systems that make volunteer sign-up efficient and facilitate information sharing from year to year.
(c) Development Committee. The Development Committee shall oversee development activities and reviews policies related to fundraising. Provides a structure for interaction between the Board and the development program. The Chair of the Development Committee serves as liaison between all fundraising and event committees, the Director of Development and the Board.

(d) Facilities Committee. The Facilities Committee identifies needed repairs, maintenance, and improvements to the grounds, buildings and landscape. The Committee also maintains a General Master Plan for facility maintenance and improvements, and makes recommendations to the Board for draws from the Capital Reserve Fund.

(e) Finance Committee. The Finance Committee periodically reviews and proposes financial policies of the Corporation for adoption by the Board of Trustees; ensures that the financial policies approved by the Board of Trustees are implemented by the Head of School. The Finance Committee reviews the projected annual budget with the Head of School and makes recommendations regarding the projected annual budget to the Board of Trustees. The Finance Committee confers regularly with the Head of School regarding material variations from the Board approved annual budget. The Finance Committee oversees the audit selection process and reviews and approves the financial statements prepared by the auditor. The Treasurer shall chair the Finance Committee.

(f) Governance Committee. The Governance Committee shall identify qualified individuals to serve on the MSNV Board of Trustees and propose nominees for election to the Board of Trustees; provide expert advice on By-Laws and policy matters related to the Board of Trustees and Head of School; prepare, review and analyze policy changes proposed by the Board of Trustees. The Governance Committee shall oversee the Board’s self-evaluation and is responsible for preparing the forms for the Board evaluation. Members of this committee shall be members of the Board of Trustees.

(g) Head Support and Evaluation Committee (HSEC). The HSEC shall support the Head in setting goals, and monitoring and evaluating progress in achieving those goals; conduct and present the annual Head Evaluation; receive, evaluate and hear written signed grievances filed by employees concerning decisions made by or actions taken by the Head; provide research and advice to the Board of Trustees relating to a compensation and benefits package for the Head, and provide support to the Head on any other matters, as needed. The Vice-President or another Officer of the Board of Trustees shall serve as chair of the HSEC. The other members of this committee are the Head, and one additional Board member selected by the Head.

Section 7.02

(a) The Board of Trustees may establish additional standing or ad-hoc committees as it may from time to time deem necessary.

(b) Unless specifically authorized by the Board of Trustees, no committee shall exercise the authority of the Board of Trustees under VA Code 13.1-853, 1989.
(c) The Board of Trustees shall ensure that a list of the Board committees and their descriptions are maintained by the Secretary. The Members may obtain a current list of Board committees and their descriptions from the Secretary.

Section 7.03 Membership and Committee Chairs. The President or the Board of Trustees shall approve chairpersons of all committees. The chair of each committee must be a member of the Board of Trustees. The remaining committee members may be from the Board of Trustees, the general Membership, or be a non-MSNV member. Non-MSNV Members, if not otherwise restricted by this Article, may serve on any committee if approved by the Board of Trustees. The President and the Head of School shall be ex-officio members of all committees.

Section 7.04 Intentionally omitted.

Section 7.05 Responsible to the Board. All committees shall receive their direction from and are responsible to the Board of Trustees.

Article VIII. HEAD OF SCHOOL

Section 8.01 Selection and Term. The Head of School shall be selected and employed by the Board of Trustees under such terms and for such period as the Board deems appropriate.

Section 8.02 Responsibilities.

(a) The Head of School shall be the Chief Administrative Officer and official advisor and executive agent of the Board. The Head of School shall exercise the general superintendence over all the affairs of the School and bring such other matters to the attention of the Board as are appropriate to keep the Board fully informed to meet its responsibilities. The Head of School shall have the power, on behalf of the Trustees, to sign any and all contracts for which funds have been allocated and authorized by the Board in the approved operating budget, or in any capital budget or emergency expenditure authorized and approved by the Board.

(b) Within policy guidelines established by the Board, the Head of School develops the institutional program, provides administrative and educational leadership, employs and discharges personnel, enrolls and dismisses students, acts as liaison between the Board and the Staff and Faculty, and has responsibility for the day-to-day operation of the School.

Article IX. DUES, FEES, TUITION, AND ASSESSMENTS

Section 9.01 Determination of Annual Dues, Fees, Tuition, and Assessments. The Board of Trustees shall determine the amount of annual dues, fees, tuition, and other assessments or charges which shall be payable by the Members.

Section 9.02 Intentionally omitted.
Section 9.03 Determination of Time in Service. The Board of Trustees shall determine: (i) the contribution of time in the service of the Corporation required of Members under the provisions of these Bylaws; and (ii) the assessment of funds to be paid to the Corporation by Members in lieu of making such contribution of time.

Section 9.04 Policy for Members in Arrears. Any Member whose dues, fees, other assessments or charges, tuition payments or other financial obligations are delinquent as defined in the enrollment contract shall be liable for cancellation of membership and the child of such Member may be required to withdraw from the School. The Board of Trustees may establish a uniform policy for the execution of this section.

Section 9.05 Membership Ratification of Dues, Fees or Assessments. Any changes in the amounts of any new or existing dues, fees or assessments, exclusive of tuitions, payable by Members is subject to Membership ratification [section 3.07].

Article X. FUNDS AND PROPERTY

Section 10.01 Funds and Property. The funds of the Corporation and its securities and other evidence of property shall be deposited in such banks or under such safeguards as may from time to time be designated by the Board of Trustees.

Section 10.02 Real Property.

(a) No sale of real property owned by the Corporation shall be made or be effective by or binding on the Corporation unless two-thirds (2/3) of the Member of the Corporation present at the meeting shall have first authorized such sale. This shall be accomplished at a Special or Annual Membership Meeting.

(b) The Board may recommend any such sale to the Members but shall not be empowered to bind the Corporation thereto without the authorization of the Members as herein described.

(c) Subsections (a) and (b) above notwithstanding, prior Membership authorization is not required in circumstances involving easements and rights of way, mortgages and refinancing of mortgages on existing real property, or use of a credit line deed of trust as specified in Section 10.04.

Section 10.03 Budget.

(a) The Board shall annually consider and approve the operating budget for the next fiscal year, which budget shall be presented by the Treasurer. The Board may modify that budget as necessary and approve the annual budget as modified. The Board may transmit a copy of the approved budget to the Head of School and enter the approved budget in the official records of the Corporation.
(b) The Board may modify the annual budget as it deems necessary from time to time at any of its meetings.

Section 10.04 Credit Line Deed of Trust. The use of any Credit Line Deed of Trust is restricted by the following conditions.

(a) There shall be no use of a Credit Line without unanimous approval of all voting Members of the Board. The vote shall be polled and each individual Trustee's vote recorded.

(b) A Credit Line shall not be used for normal operational expenses of the Corporation.

(c) Subject to the above noted approval of the Board, a Credit Line may be used for emergency repairs or expenditures, where the emergencies threaten health, facility integrity, or the continued operation of the Corporation.

(d) Subject to the above noted approval of the Board, a Credit Line may be used for planned building additions, facility improvements that have been established as financially sound, or to retire a mortgage on the Corporation's property.

(e) Intentionally omitted.

Section 10.05 Capital Reserve Fund.

(a) There shall be a Capital Reserve Fund established for the exclusive purpose of providing funds for necessary replacement or acquisition of capital items. It shall be maintained as a separate asset account in the Corporation's balance sheet. These funds shall also be segregated in a separate bank account from the normal operating funds.

(b) There shall be an annual contribution to the fund in an amount of not less than two percent (2%) of the Corporation's gross operating revenue.

(c) Expenditures may be made from the fund for the repair, replacement or acquisition of capital items only (e.g., roof, HVAC, equipment, playground structures, interior fixtures, additions, etc.), grounds improvement, vehicles, telecommunication and information technology systems (hardware, software, or both), and new or replacement equipment or furniture. Expenditures must be authorized by the Board of Trustees specifically or in the annual capital budget or authorized under the General Master Plan for facility expansion and improvements, with regard to the likelihood of future required expenditures vis-a-vis available funds.

(d) Nothing in this section shall prevent the Head of School from using the Capital Reserve Fund for repair or replacement of capital items in the event of an emergency, in accordance with policies and procedures established by the Board.

Article XI. BOOKS AND RECORDS
Section 11.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of the Members and the Board of Trustees. The Corporation shall also keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. The books and records of the Corporation may be inspected in accordance with VA Code Section 13.1-932, 1989, et. seq., by Members, or their agents or attorneys for any proper purpose at any reasonable time, at the Member's expense. The Secretary shall be responsible for ensuring such books and records are maintained.

Article XII. FISCAL YEAR

Section 12.01 Fiscal Year. The fiscal year of the Corporation shall commence on the First day of July in each year.

Article XIII. SEAL

Section 13.01 Seal. The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Virginia". The Corporation may alter or change the seal at its pleasure. The seal may be used by causing it or a facsimile thereof to be impresssed or affixed to or reproduced on any document requiring it.

Article XIV. AMENDMENTS

Section 14.01 Manner of Amending.

(a) Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, any or all of these Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Members of the Corporation present at any Annual or Special Meeting.

(b) Intentionally omitted.

(c) The Board of Trustees may recommend changes to the Bylaws.

(d) Intentionally omitted.

Article XV. WAIVER OF NOTICE

Section 15.01 Waiver of Notice.

(a) A Member may waive any Notice required by the VA Code, the Articles of Incorporation or these Bylaws before or after the date and time of the meeting that is the subject of such Notice. The waiver shall be in writing, be signed by the Member entitled to such Notice, and be delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records (VA Code 13.1-843, 1989).
(b) A Trustee may waive any Notice required by the VA Code, the Articles of Incorporation or these Bylaws before or after the date and time of the meeting that is the subject of such Notice. The waiver shall be in writing, be signed by the Trustee entitled to such Notice, and be delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records (VA Code 13.1-866, 1989).

(c) A Member's or Trustee's attendance at or participation in a meeting waives any required Notice to him of the meeting unless the Member or Trustee at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Article XVI. DEFINITION OF TERMS

**Gender.** Whenever in these Bylaws the masculine gender is used it shall be deemed to include the feminine.

**Articles of Incorporation.** The Articles of Incorporation of the Montessori School of Northern Virginia, Incorporated, the charter of the Corporation.

**Board.** The Board of Trustees of The Montessori School of Northern Virginia, Incorporated.

**Corporation.** The Montessori School of Northern Virginia, Incorporated (MSNV).

**Faculty.** The employees of the Corporation directly engaged in the teaching functions of the School.

**General Master Plan.** A master plan for facility expansions and improvements.

**Members or Membership.** The Active and Sustaining Members of the Corporation having voting rights.

**Notice.** Notice shall be issuance of a written communication delivered personally or sent by U.S. mail, electronic mail, or facsimile transmission to the address, e-mail address, or fax number, as shown by the records of the Corporation. If mailed by U.S. mail, such notice shall be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail or facsimile transmission, notice shall be deemed to have been given upon the date of electronic transmission of the e-mail or facsimile to the recipient.

**Quorum.** The number of Trustees or Members entitled to vote which must be present in order that business can be legally transacted.

**Ratification.** The approval of an act or decision of the Board by the Members after the act or decision is made.

**School.** Any school or schools operated by the Corporation in accordance with the Articles of Incorporation.

**Staff.** The employees of the Corporation not directly engaged in the teaching functions of the school.

**Trustees.** Members of the Board of Trustees.
The Virginia Nonstock Corporation Act, Chapter 10 Virginia Law, 1989, unless otherwise indicated.

I, the undersigned Secretary of The Montessori School of Northern Virginia, Inc., do hereby certify that the above Bylaws were adopted on May 25, 2016, by a majority of the Members present at a duly called meeting and that these Bylaws are current and in operation as of that time.

Michael T. Cranna /s/    May 25, 2016

__________________________    _________________________
Secretary                  Date