

**BY-LAWS
OF
BROOKVIEW SCHOOL,
A MONTESSORI COMMUNITY**

PURPOSE OF THE CORPORATION

The Brookview School, a Montessori Community (herein referred to as Brookview) is established for the purpose of providing for the children of the area, a learning environment based on the Montessori philosophy using the Montessori methods and materials.

ARTICLE I

MEMBERSHIP

SECTION 1; Members. There shall be one class of Members consisting of: (a) parents and/or legal guardians of the children enrolled in and attending Brookview for the regular school year, provided that no more than two (2) parents and/or legal guardians of a child or children in the same family unit may be Members; and (b) those persons elected by the Board of Directors to be Members who shall be Members for such period of time and under such terms and conditions as shall be established by the Board of Directors. The following definitions shall apply:

- a. The term "parents" and "legal guardians" as used herein shall mean a person or persons in lawful custody and control of a child or children enrolled in and attending Brookview for the regular school year.
- b. The term "family unit" as used herein shall mean a single unit collectively including the parent or parents, legal guardian or legal guardians together with the child or children enrolled in and attending Brookview for the regular school year.
- c. The term "regular school year" as used herein shall mean the period from August or September through May or June when Brookview conducts its operations, but shall not include the summer session or other special or limited periods of operation.
- d. The term "attending" as used herein shall include those children enrolled for the next regular school year in Brookview on the date of the annual meeting of Members.

SECTION 2; Membership Status. The Board of Directors shall establish rules, regulations and procedures for determining which parents and/or legal guardians are entitled to be Members and shall make the final determination as to the membership status of such parents and/or legal guardians.

SECTION 3; Nondiscrimination. Brookview shall not discriminate against Members on the basis of race, religion, color, sex, national or ethnic origin or sexual preference in administering its educational policies and programs in any area of activity.

ARTICLE II

MEETINGS OF MEMBERS

SECTION 1: Annual Meeting. The annual meeting of Members for the election of directors and for such other business as may come before the meeting shall be held in June or July after the close of each regular school year at a time and place in the State of Michigan that is designated by the Board of Directors at least ten (10) calendar days prior to such meeting.

SECTION 2: Notice of Annual Meeting. Written notice of the annual meeting of Members shall be given to each Member personally, by mail and/or by electronic transmission at least ten (10) calendar days, but not more than sixty (60) calendar days, prior to the annual meeting.

SECTION 3: Special Meetings. Special meetings of Members shall be called by the President at the request of a majority of the Board of Directors at least ten (10) calendar days prior to such meeting.

SECTION 4: Notice of Special Meeting. Written notice of any special meeting of Members shall be given to each Member personally, by mail and/or by electronic transmission at least ten (10) calendar days, but not more than sixty (60) calendar days, prior to any special meeting. Such notice shall set forth the business to be conducted at the special meeting.

SECTION 5: Record Date. The Board of Directors shall fix, in advance, a record date for the purpose of determining Members entitled to notice of and to vote at a meeting of Members, provided that parents and legal guardians of children who enrolled in Brookview for the next regular school year between the record date and the date of the annual meeting of Members shall be entitled to vote at the annual meeting of Members. The record date shall be not more than twenty (20) and not less than ten (10) calendar days before the date of the meeting. It shall be the responsibility of the Secretary to make and certify a complete list of Members so entitled, arranged alphabetically with the name and address of each Member, provided that Members who are parents and legal guardians of children who enrolled in Brookview for the next school year between the record date and the date of the annual meeting of Members shall be included as an addendum to the list.

SECTION 6: Voting. Each Member shall have one vote on each matter that is submitted to the vote of the Members. Each vote must be cast by the Member in person, and not by proxy. A recorded vote, showing the vote by yeas or nays of all Members voting, shall be made and entered upon the minutes of any meeting of Members if requested by any Member present at the meeting.

SECTION 6: Organization. The President shall call meetings of Members to order and shall act as the Chair of such meetings. The Secretary shall act as Secretary of all meetings of the Members but in the absence of the Secretary, or the inability of the Secretary to attend, the presiding officer may appoint any person to act as Secretary of the meeting.

SECTION 7: Robert's Rules of Order. Unless otherwise specified by a resolution of the Board, all meetings of the Members shall be conducted in accordance with Robert's Rules of Order, latest edition.

SECTION 8: Minutes. Minutes of every meeting of Members shall be kept showing the date, time and place of the meeting, and any decisions made at the meeting. The minutes shall be open for inspection by the Members after approval by the Board of Directors. All minutes of Member meetings shall be maintained at the offices of Brookview.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1: Duties. The business and affairs of Brookview shall be managed by the Board of Directors. The Board of Directors primary responsibilities shall be to:

- a. Define the mission of Brookview;
- b. Plan the budget and other financial aspects of Brookview;
- c. Select an Executive Director or Management Team and oversee the operation of Brookview by the Executive Director or the Management Team, faculty and staff.

SECTION 2: Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly. The Board shall determine its schedule of regular meetings for the coming year no later than September 1 and shall communicate that schedule to Members, faculty and staff together with information as to the date, time, and location of the meetings.

SECTION 3: Special Meetings. Special meetings of the Board of Directors may be called by the President at any time for any purpose. Special Meetings of the Board shall be called by the President upon the written request of a majority of the Board of Directors.

SECTION 4: Notice. Board of Director members shall be given written notice personally, by mail and/or by electronic transmission of the time and place of regular meetings at least ten (10) calendar days prior thereto and shall be provided with a written agenda at the time of the notice. Board of Director members shall be given written notice personally, by mail and/or by electronic transmission of the time and place of special meetings at least ten (10) calendar days prior to the date of the meeting and shall be provided with a written agenda at the time of the notice. Board members shall receive a Board packet containing materials to be reviewed and discussed at the Board meeting at least five (5) calendar days before the date of the meeting. At the discretion of the President and under extraordinary circumstances, Board members may be notified of meetings with less than ten (10) calendar days notice. In such a circumstance, Board of Director members shall be given written notice personally, by expedited mail and/or by electronic transmission not later than twenty-four (24) hours before the meeting is to be held setting forth the time, place and purpose of the meeting. A specific written agenda and a Board packet shall be delivered to each director at the time of such a meeting.

SECTION 5: Meetings Without Notice. Board of Director members may waive notice of any meeting of the Board of Directors in writing, either before, at, or after the meeting. Attendance by a Director at a meeting of the Board of Directors shall constitute a waiver of notice of the meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 6: Conference Call Meetings. Board of Director members may participate in a meeting by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

SECTION 7: Action by Consent. Any action required or permitted to be taken under authorization voted at a meeting of the Board or a committee of the Board may be taken without a meeting if, before or after the action, all members of the Board then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.

SECTION 8: Robert's Rules of Order. Unless otherwise specified by a resolution of the Board, all meetings of the Board or a committee of the Board shall be conducted in accordance with Robert's Rules of Order, latest edition.

SECTION 9: Open Meetings; Executive Sessions. All meetings of the Board of Directors shall be open to Members, faculty and staff for attendance and observation, provided that the Board of Directors may hold closed executive sessions to deal with matters involving faculty, staff, contracts, litigation, and such other matters as the Board considers confidential, and provided further that Faculty Directors shall be required to recuse themselves from presence at and participation in Board discussion and voting during executive sessions regarding all matters involving faculty, staff and

such other matters involving personnel as the Parent Directors and the Nonparent Directors consider to be confidential unless a majority of the Parent and Nonparent Directors approve the presence and participation of Faculty Directors in Board discussion only.

SECTION 10: Quorum. A quorum at any regular or special meeting shall consist of a simple majority of the members of the Board of Directors then in office. A vote of the majority of the Board of Director members present at a meeting at which a quorum is present must approve any action in order for the action to constitute the action of the Board.

SECTION 11: Minutes. The Board of Directors shall keep minutes of every meeting showing the date, time and place of the meeting, Directors present, Directors absent, and any decisions made at the meeting. The minutes shall be open for inspection by the Members after approval by the Board of Directors. The minutes shall also show if a closed executive session was held and if action was taken by the Board of Directors during the closed executive session. Minutes of closed executive sessions where action was taken shall be kept, but shall be maintained securely and shall only be available for inspection by the members of the Board of Directors. All minutes of Board of Directors meetings shall be maintained at the offices of Brookview.

SECTION 12: Number, Nomination, Qualifications, Election, and Term of Board of Directors.

a. Number. The number of Directors shall be no less than nine (9) and no more than fifteen (15). There shall be three categories of Directors: Parent Directors, Nonparent Directors and Faculty Directors as defined herein. No less than six (6) and no more than nine (9) Directors shall be Members who are parents or legal guardians of a child or children enrolled in and attending Brookview ("Parent Director"). Parent Directors shall be elected by the Members at the annual meeting of Members except as otherwise provided herein. No less than one (1) and no more than three (3) Directors shall be Members elected to membership by the Board who are not parents or legal guardians of a child or children enrolled in and attending Brookview ("Nonparent Director"). Nonparent Directors shall be elected by the Board of Directors. No less than one (1) and no more than three (3) Directors shall be members of the Brookview faculty, other than the Executive Director or a member of the Management Team ("Faculty Director") who shall be elected by the Board of Directors.

b. Nomination of Directors. The Board of Directors, and/or a Nominating Committee appointed by the Board of Directors and chaired by a Director appointed by the President shall nominate all candidates for election or appointment to the Board of Directors. The Nominating Committee shall be comprised of Members who are not candidates for election. All nominations for election to the Board of Directors shall be made at least ten (10) calendar days prior to the annual meeting of Members. All interested Members who meet the qualifications set forth herein shall be listed on a ballot to be presented at the annual meeting of Members. The

Board and/or the Nominating Committee shall seek candidates: (i) who are committed to representing the long-term interest of the Brookview community; (ii) who represent a diverse experience in business, government, education, technology, and other areas that are relevant to the Montessori philosophy; and (iii) who represent the diversity that exists within the Brookview community.

c. Qualifications for Nomination.

(i) Parent Directors. To be considered for election or appointment to become a Parent Director, a candidate must have been a Member of the school for at least one year at the time of election or appointment; must have served on at least one standing or special committee; and must have attended at least one (1) meeting of the Board of Directors to both show interest and to view the format of the meetings. Prior to being considered as a candidate to become a Parent Director, the Member must submit a letter to the Board explaining the Member's interest, background and other pertinent data and be available to present this letter at a Board meeting.

(ii) Nonparent Directors. To be considered for election or appointment to become a Nonparent Director, a candidate must be a Member elected to membership by the Board who is not a parent or legal guardian of a child or children enrolled in and attending Brookview and must have attended at least one (1) meeting of the Board of Directors. Prior to being considered as a candidate to become a Nonparent Director, the candidate must submit a letter to the Board explaining the candidate's interest, background and other pertinent data and be available to present this letter at a Board meeting.

(iii) Faculty Director. To be considered for election by the Board of Directors to become a Faculty Director, a candidate must have been a faculty member for at least one (1) year and must be recommended by the Executive Director or that member of the Management Team responsible for the operation and administration of Brookview.

d. Election of Parent Directors. The election of Parent Directors shall be held at the annual meeting of Members by the Members present and voting. The voting shall be by written ballot. Members shall vote for the number of candidates equal to the number of available board seats, no more and no less. A ballot that does not comply with this requirement shall be void. Votes shall be counted by a Committee of Tellers appointed by the President at the annual meeting. Those candidates receiving the highest number of votes shall be elected to the Board of Directors. For example, if 3 seats are available, the top three vote-getters will win the election.

e. Election of Nonparent Directors and the Faculty Director. The election of Nonparent Directors and Faculty Directors shall be by the Board of Directors prior to the beginning of the school year following the annual meeting of Members.

f. Term. Each Parent Director and Nonparent Director shall serve for a term of three (3) years or until his or her resignation or removal prior to the end of his or her term. In the event that the child or all of the children of a Parent Director cease to be attending Brookview within sixty (60) calendar days of the next annual meeting of Members, the Parent Director shall be entitled to serve on the Board of Directors through the adjournment of the next annual meeting of Members, unless he or she resigns or is removed by the Board of Directors. No Director who has served for two consecutive three (3) year terms shall be eligible to serve as a Director for one (1) year following the end of his or her second consecutive three (3) year term , provided that a Parent Director who has served for two consecutive three (3) year terms shall be eligible to serve immediately as a Nonparent Director in the event that such Parent Director is not at the time of election as a Nonparent Director a parent or legal guardian of a child or children enrolled in and attending Brookview. Elections of Parent Directors and Nonparent Directors shall be structured to result in a one-third annual rollover of Directors in each category. In the event that a Parent Director or a Nonparent Director is appointed by the Board of Directors to fill a vacancy for a partial term on the Board of Directors, such Parent Director or Nonparent Director shall be eligible for two (2) consecutive terms of three (3) years in addition to the partial term. The Faculty Directors shall have a term of one (1) year with no limit on the number of terms.

SECTION 13: Resignation of Directors. A Director may resign by written notice to Brookview. The resignation shall be effective when it is received or at a later time if set forth in the letter of resignation.

SECTION 14: Removal of Board of Directors. A Director may be removed by a two-thirds majority vote of all Board of Director members then in office.

Section 15 Vacancies. Any vacancy occurring in the Board because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of a majority of the remaining members of the Board of Directors though less than a quorum of the Board. A Board member appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. The Brookview community shall be notified within thirty (30) days of any vacancy on the Board.

SECTION 16: Compensation. No Director shall receive any salary or compensation for his or her services as a member of the Board of Directors. Reimbursement for actual, reasonable and necessary out of pocket expense, travel, etc. for a specific function incurred by a Director in his or her capacity as a Director shall be allowed if approved by the Board of Directors.

ARTICLE IV

EXECUTIVE COMMITTEE

SECTION 1: Election. The Board of Directors shall elect from their own members an Executive Committee composed of the President, Vice President, Secretary, Treasurer

and such other members as may be nominated and elected by the Board. In the event that the Treasurer is not a member of the Board of Directors, the Treasurer shall not be eligible to serve on the Executive Committee.

SECTION 2: Duties. The Executive Committee may exercise all of the powers of the Board in the management of the business and affairs of Brookview in the interim between meetings of the Board, except that the Executive Committee does not have the power or authority to:

- a. Amend the Articles of Incorporation.
- b. Adopt an agreement of merger or consolidation.
- c. Recommend to the Members the sale, lease, or exchange of all or substantially all of Brookview's property and assets.
- d. Recommend to Members a dissolution of Brookview or a revocation of a dissolution.
- e. Amend the bylaws of Brookview.
- f. Fill vacancies on the board.
- g. Fix compensation of the directors for serving on the board or a committee.
- h. Cancel or terminate membership.

SECTION 3: Meetings. The Executive Committee shall meet at such times as may be fixed by the committee or on the call of the President. Members of the committee shall be given notice of the time, place and purpose of the meetings of the committee personally, by mail and/or by electronic transmission at least three (3) calendar days prior thereto and shall be provided with a written agenda at the time of the meeting. At the discretion of the President and under extraordinary circumstances, the Executive Committee members may be notified of meetings with less than three (3) calendar days notice. In such a circumstance, Executive Committee members shall be given notice personally, by expedited mail and/or by electronic transmission not later than twenty-four (24) hours before a meeting is to be held setting forth the time, place and purpose of the meeting. The Executive Committee shall keep regular minutes of its proceedings. Actions taken shall be reported to the Board and minutes shall be distributed to the Board at the next meeting of the Board.

SECTION 4: Charter. The Executive Committee shall conduct its affairs in accordance with a charter approved by the Board of Directors.

ARTICLE V

OFFICERS

SECTION 1: Election of Officers. Annually, after the annual meeting of Members, the Board of Directors shall elect from among its members a President, a Vice-President, a Secretary, and a Treasurer, provided that the Board of Directors may elect a Member who is not a member of the Board of Directors to serve as Treasurer.

SECTION 2: Term. The term of office for each officer shall be one (1) year. An officer may serve for more than one term. No officer may hold more than one office.

SECTION 3: Removal. The Board of Directors may remove an officer at any time, with or without cause.

SECTION 4: Vacancies. A vacancy in any office for any reason may be filled by the Board of Directors.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1: President. The President shall be the chief executive officer of Brookview. As such the President shall have general supervision, direction and control of the business and the officers of Brookview, including:

a. Presiding Officer. The President shall preside over all meetings of the Board of Directors and the Executive Committee and all meetings of the Members.

b. Appointment of Committees. The President shall appoint the members of standing and special committees, subject to the approval of the Board of Directors. The President shall be responsible for the establishment of ad-hoc committees, and the selection of Members to serve on such committees.

c. Signing Authority. The President shall sign or countersign, as may be necessary, all bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of Brookview's business, subject to guidelines established by the Board of Directors.

d. Reports. The President shall report to the Board of Directors at each meeting on the business and affairs of Brookview and on all such matters coming to his or her attention and relating to the interest of Brookview as should be brought to the attention of the Board.

e. General. The President shall have such other powers and duties as may be prescribed by the Board of Directors.

SECTION 2: Vice President. In case the office of President shall become vacant, or in the absence of the President, the duties of the President shall be assumed by the Vice President.

SECTION 3: Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of Brookview, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus. The books of account shall at all reasonable times be open to inspection by any Director. The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of Brookview with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of Brookview as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of Brookview, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall prepare or cause to be prepared an annual budget, shall review such budget regularly with the Board of Directors, shall review and provide suggestions to Board of Directors with regard to the financial operation of Brookview and shall report to the Board of Directors at every regular meeting of the Board. The Treasurer shall serve as Chair of the Finance and Budget Committee.

SECTION 4: Secretary. The Secretary shall keep or cause to be kept at the offices of Brookview a book of the minutes of all regular and special meetings of the Board of Directors and of the meetings of Members. The minutes of such meetings shall contain the time and place of holding the meeting, whether the meeting was regular or special, and if special, how authorized, the manner in which notice was given, the names of those present and the proceedings thereof. The Secretary shall keep the minutes of closed executive sessions of the Board securely at the offices of Brookview available for inspection only by the members of the Board of Directors. The Secretary shall advise the President of pending items to be included in the agenda of an upcoming meeting, and present the minutes of past meeting(s) to all Board members with the Board packet at least five (5) calendar days prior to each meeting. The Executive Director shall post these minutes for all Brookview Members to review upon approval of the minutes by the Board of Directors. The Secretary shall also sign with the President all contracts, deeds, licenses and other instruments when so ordered. The Secretary shall make such reports to the Board of Directors as may be requested by the Board and shall also prepare or cause to be prepared such reports and statements as are required by the laws of the State of Michigan and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall attend to such correspondence and perform such duties as may be incidental to this office or as may be properly assigned by the Board of Directors.

ARTICLE VII

EXECUTIVE DIRECTOR/MANAGEMENT TEAM

SECTION 1: Chief Operating Officer. The Board of Directors shall select, employ and set the compensation of an Executive Director who shall be the chief operating officer of Brookview. The Executive Director shall be required to have a strong background with Montessori education.

SECTION 2: Powers and Duties. The Executive Director shall have, and is hereby given, those powers that will enable him or her to carry out, under the direction of the President and Board, the policies established by the Board.

SECTION 3: Responsibilities. The Executive Director shall have the responsibility and control of the operations of Brookview, its physical properties, and equipment. The Executive Director shall be responsible for Brookview's programs, program development, finances, and staff .

SECTION 4: Staff. The Executive Director shall have the power to employ, transfer, demote, promote and discharge staff members, subject to consultation with the President.

SECTION 5: Signing Authority. The Executive Director shall sign or countersign, as may be necessary, all bills, notes, checks, contracts, and other instruments as may pertain to the ordinary course of Brookview's business, subject to guidelines established by the Board of Directors.

SECTION 6: Community. The Executive Director shall represent Brookview in the community and shall promote the vision and programs of Brookview.

SECTION 7: Staff Travel. With approval of the Board of Directors, the Executive Director and members of staff designated by the Executive Director may be allowed expenses for attendance at conferences and meetings.

SECTION 8: Reports. The Executive Director shall report in writing to the Board of Directors at each regular meeting on the business and affairs of Brookview and on all such matters coming to his or her attention and relating to the interest of Brookview as should be brought to the attention of the Board. The Executive Director shall provide such written report to the Board no later than two (2) days before each regular meeting.

SECTION 9: General. The Executive Director shall have such other powers and duties as may be prescribed by the Board of Directors.

SECTION 10: Management Team. The Board may in its discretion determine to eliminate the position of Executive Director and transfer the powers, duties and responsibilities of the Executive Director to a Management Team with such powers, duties and responsibilities as may be prescribed by the Board of Directors.

ARTICLE VIII

COMMITTEES

SECTION 1: Committees. In addition to the Executive Committee established in Article IV of these bylaws, the Board of Directors may establish such additional standing or special committees from time to time as it shall deem appropriate in the conduct of the activities of Brookview.

SECTION 2: Standing Committees. The standing committees shall be:

1. Marketing
2. Development, Grants and Fundraising
3. Finance and Budget
4. Facilities
5. Long Range Planning
6. Audit
7. Bylaws and Governance
8. Curriculum
9. Nominations
10. Compensation

SECTION 3: Appointment of Committees. The President shall appoint the members of standing and special committees, subject to the approval of the Board of Directors. The President shall be responsible for the establishment of ad-hoc committees, and the selections of members to serve on such committees.

SECTION 4: Charters. Standing and special committees shall conduct their affairs in accordance with a charter approved by the Board of Directors for each committee.

ARTICLE IX

MISCELLANEOUS

SECTION 1: Fiscal Year. The fiscal year of Brookview shall be June 1 through May 31 of each year.

SECTION 2: Accounting System and Audit. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting and financial reporting system for Brookview. The Board shall cause the records and books of account of Brookview to be reviewed at least once each fiscal year and at such other times as it may deem necessary or appropriate, and may retain such person or firm for such purpose as it may deem appropriate. Such person or firm shall report to the Audit Committee which shall report to the Board of Directors

ARTICLE X

AMENDMENT OF BYLAWS

SECTION 1: Manner of Amendment. The By-Laws may be amended, altered, changed or repealed by the affirmative vote of a majority of the members of the Board of Directors then in office at any regular or special meeting of the Board called for that purpose.

SECTION 2: Effective Date. These bylaws, as amended, have been duly adopted by the Board of Directors and, as amended, shall be effective as of January 1, 2013 and supersede and replace all earlier bylaws.

AMENDED FINAL VERSION; ADOPTED
DECEMBER 19, 2012; EFFECTIVE JANUARY
1, 2013