

**BYLAWS
OF
THE NEW SCHOOL OF LANCASTER**
(last revised 11/21/2018)

ARTICLE I – NAME AND PURPOSE

1. Name. The name of the corporation is THE NEW SCHOOL OF LANCASTER (the “Corporation”). The Corporation is formed pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law of 1988, Act of December 21, 1988, P.L. 1444, as now or hereinafter amended, 15 P.S. §5101 *et seq.* (the “Nonprofit Corporation Law”). The Corporation is organized on a non-stock basis and shall have no members.
2. Purpose & Outcome Statement. The Corporation is organized exclusively for charitable and educational purposes as those terms are defined within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future Internal Revenue Law of the United States) as now enacted or as may be hereafter amended (“Code”). Without limiting the foregoing, the Corporation’s primary purpose shall be to operate an educational institution in accordance with the Montessori philosophy of education which includes the promotion of (a) peace and understanding among peoples of different economic backgrounds, nationalities, races and religions and (b) an atmosphere of respect for other human beings and their differences so as to enrich the education of each child and increase such child’s appreciation in later life of all human beings and their cultures.

ARTICLE II – BOARD OF TRUSTEES

1. Numbers and Powers. The Corporation shall be governed by a Board of Trustees consisting of not less than ten (10) and not more than twenty (20) members, as determined by the affirmative vote of a majority of the then serving Trustees.
2. Election and Term. Trustees shall be elected for each vacant office on or before May 31 of each fiscal year of the Corporation from a list of nominees presented by the Committee on Trustees. Unless elected to fill the unexpired portion of a term, each Trustee shall serve for a term of three years or until a successor is elected. All terms will be deemed to begin effective July 1st (subject to Section 4 of this Article II). Subsequent to the recommendations of the nominees by the Committee on Trustees, voting for election shall be by secret ballot and each then serving Trustee shall be entitled to one vote for each vacant office. The candidates receiving the highest number of votes cast shall be elected. Any Trustee who has been elected for two consecutive three-year terms, or one who has served more than half of an unexpired term and a consecutive term, shall be ineligible for re-election for twelve months.
3. Removal of Trustees. A Trustee may be removed from the Board (a) for failure to attend three consecutive meetings of the Board without cause, or (b) without cause upon the vote of two-thirds of the Trustees serving.

4. Vacancies. If, for any reason, a Trustee is unable to serve a complete term, the Board may elect a replacement Trustee recommended by the Committee on Trustees to serve the balance of the unexpired term.
5. Duties and Responsibilities. The Board of Trustees shall be responsible for carrying out the purpose of the Corporation, including the purpose set forth in Article I, Section 2. The Board shall have the full powers granted to it under the Nonprofit Corporation Law, including, without limitation:
 - Strategic Planning
 - Policy setting & policy implementation
 - Developing fiscal support for Strategic Plan
 - Major Gift CultivationThe Board shall appoint a Head of School to oversee the day-to-day operations of the Corporation. It is the responsibility of the Board to oversee and evaluate the performance of the Head of School. The Board shall keep itself fully informed of the finances of the Corporation and act as a steward of property owned or leased by the Corporation.
6. Nature of Service. All services rendered by the Trustees to the Corporation as Trustees shall be voluntary.
7. Ex-Officio Trustees. Any person may be designated by the Board of this Corporation as an ex-officio member of the Board. Any such member shall be entitled to attend and receive notice of meetings in the same manner as a regular Trustee but shall not be entitled to vote or be counted for purposes of determining a quorum or the number of votes necessary for any measure.

ARTICLE III – MEETINGS

1. Regular Meetings. The Board shall meet at least three (3) times a year. The Secretary shall give notice of each meeting to each Trustee not less than one week prior to the date of each such meeting. The notice shall set forth the date, time, place and proposed agenda of the meeting.
2. Special Meetings. Special meetings of the Board may be called by the President at any time. In addition to the foregoing, special meetings of the Board must be called by the President within ten (10) days of the written request of at least four Trustees. The Secretary shall give notice of such special meetings to each Trustee not less than two days prior to the date of each such special meeting. The notice shall set forth the date, time, place and purpose of the meeting.
3. Quorum. Except where the Nonprofit Corporation Law or these Bylaws require otherwise, the vote of a majority of the Trustees present when a quorum is present shall constitute action by the Board. A simple majority of the Trustees serving shall constitute a quorum. Any action which may be taken at a meeting of the Trustees may be taken without a

meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Trustees and shall be filed with the Secretary of the Corporation.

4. Conduct of Meetings. The meetings of the Board shall be conducted by the President, or in his or her absence, by a Trustee nominated by the Trustees.
5. Telephonic Conferencing. One or more persons may participate in a meeting of the Board or any committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

ARTICLE IV – OFFICERS

1. Officers. The Officers of the Board shall consist of a President, a Treasurer, and a Secretary and such other Officers as the Board shall from time to time authorize and designate, including, without limitation, a Chairman of the Board and such Vice Presidents as the Board deems appropriate. The duties, powers, and discretions of Officers of the Corporation shall be as set forth in these Bylaws and as shall from time to time be designated by the Board of Directors. Any number of offices may be held by the same person.
2. Election and Term. Officers of the Board shall be elected on or before May 31st of each fiscal year of the Corporation. A proposed slate of candidates for the Officers of the Board shall be presented to the Board by the Committee on Trustees and additional candidates may be presented by the Trustees. Subsequent to the recommendations of the candidates by the Committee on Trustees, the candidate for each office receiving the highest number of votes cast shall be elected. The term of each Officer shall commence the immediately following July 1st. The Officers shall serve for one-year terms and until a successor is elected.
3. Removal of Officers. Any Officer may be removed without cause from office upon the vote of two-thirds of the Trustees serving.
4. Powers, Duties, and Responsibilities.
 - a. *President.* The President shall: (i) preside at all meetings of the Board; (ii) provide leadership to the Board; (iii) be responsible for the successful functioning of the Board (including active participation of each Trustee); (iv) except for the Committee on Trustees and committees on which he or she serves, be a member ex officio, without a vote, of all committees of the Board; (v) have authority to authorize the disbursement of funds of the Corporation; and (vi) have such other and further powers, duties, and responsibilities as are customarily incident to the office.
 - b. *Treasurer.* The Treasurer shall: (i) oversee the management of the funds of the Corporation and cause an accurate accounting system to be maintained; (ii) have

authority to authorize disbursement of the funds of the Corporation; (iii) present a financial report to the Board at one or more meetings; and (iv) have such other powers, duties, and responsibilities as are customarily incident to the office and as are assigned by the President. The Treasurer may delegate any of his or her duties, powers and authorities to one or more Assistant Treasurers or other individuals as approved by the Board.

- c. *Secretary.* The Secretary shall be responsible for the accuracy and orderly management of Board documents including (i) the minutes of the proceedings of the Board and Executive Committee which shall include a record of attendance at such meetings, and (ii) all policies adopted by the Board. The Secretary shall also oversee the management of the seal of the Corporation and have such other powers, duties, and responsibilities as are customarily incident to the office and as are assigned by the President.

ARTICLE V – HEAD OF SCHOOL

1. Head of School. The Head of School shall be appointed by the Board, shall report to the Board and shall have such powers, duties, and responsibilities as are assigned to the Head of School by the Board.
2. Evaluation. The Head of School shall be evaluated annually in writing by the President (or such committee as is appointed by the Board). In case of a vacancy in the office of the Head of School, the President shall implement the applicable terms of the School Succession Plan, as the same may be in effect from time to time, or in the absence of a School Succession Plan shall serve as Head of School. The Head of School shall be an ex officio member of the Board.

ARTICLE VI – COMMITTEES

1. Committees. The committees of the Board shall include a Finance Committee, Head Support & Evaluation Committee, Advancement Committee and Committee on Trustees. The Board may by resolution adopted by a majority of the Trustees present at any duly called and noticed meeting at which a quorum is present, establish one or more additional committees consisting of one or more Trustees of the Corporation or other persons. Except as provided in these Bylaws, the Articles of Incorporation, the Nonprofit Corporation Law or the Code, any such committee shall have and may exercise all of the powers and authorities of the Board to the extent provided in the resolution of the Board.
2. Appointment and Term.
 - a. With the exception of the Finance Committee, Head Support & Evaluation Committee and Committee on Trustees, the President shall appoint a Chairperson for each committee from among the members of the Board. Each Chairperson shall appoint the members of his or her committee, which may include persons who are not members of the Board of Trustees. Committee members who are Trustees shall serve until their

successors are appointed or until the expiration of their term as Trustee, whichever shall first occur. Committee members who are not Trustees shall serve for a term of one year, and may be re-appointed for successive terms.

- b. The Finance Committee shall be chaired by the Treasurer and shall consist of the President, the Treasurer, the Head of School, and such other members as the Treasurer shall appoint.
- c. The Head Support and Evaluation Committee shall consist of the President, the Head of School, and such other members as determined by the Board, and shall be chaired by such committee member as approved by the Board. Committee members shall be appointed for terms not to exceed two years.
- d. The Committee on Trustees shall consist of three to five current Trustees (or former Trustees) as determined by the Board, who shall be appointed to a two-year term by the Board. If for any reason a Committee on Trustees member is unable to serve a complete term, the Board shall appoint, as soon as possible, a replacement recommended by the committee to serve the balance of the unexpired term.

ARTICLE VII – PROPERTY RIGHTS/TAX MATTERS

1. Assets and Income. No individual, partnership, association, corporation or other entity, other than the Corporation, shall have any right, title or interest in the assets, income or other property of the Corporation. All funds raised under the name of the Corporation shall be the property of the Corporation and shall be reflected in the financial records of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Trustee, Officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article I, Section 2 hereof. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.
2. Upon Dissolution. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute its remaining assets to one or more organizations described in Section 501(c)(3) of the Code and Section 170(b)(1)(A) of the Code (and who have been so described for a period of at least sixty (60) months prior thereto) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such foregoing purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such foregoing purposes.

3. Private Foundation Restrictions. For any period in which the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code:
 - a. The Corporation may not merge or consolidate with any corporation or other entity which is not an exempt organization described in Code Section 501(c)(3) and Section 170(b)(1)(A) (other than clauses (vii) and (viii)) and which has not been in existence and so described for a continuous period of at least sixty (60) calendar months.
 - b. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
 - c. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - d. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - e. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
 - f. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII – FISCAL MATTERS

1. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year.

ARTICLE IX – AMENDMENT OF BYLAWS

1. Amendment. These Bylaws may be amended at any regular or special meeting of the Board upon the affirmative vote of two-thirds of the Trustees then serving, provided that notice of the intention to amend the Bylaws and a written copy of the proposed amendment was given at the previous Board meeting or such notice and copy is provided to each Trustee not less than five (5) days prior to the meeting at which the proposed amendments are to be voted on.

ARTICLE X – NOTICES

1. In General. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, charges prepaid, or by facsimile transmission, e-mail or other electronic communication to a number or address provided by such person, to such person's address or number appearing on the books of the Corporation, or supplied by such person to the Corporation for the purpose of notice.
2. When Notice Given. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If by facsimile transmission, e-mail or other electronic communication, it shall be deemed to have been given as of the hour of transmission.
3. Waivers. Whenever any written notice is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
4. Miscellaneous. Except as otherwise required by the Nonprofit Corporation Law or these Bylaws, neither the business to be transacted nor the purpose of a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XI – PROTECTION FROM LIABILITY

1. Trustee's Limitation of Personal Liability. A Trustee of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action; provided, however, that this provision shall not eliminate or limit the liability of a Trustee to the extent that such elimination or limitation of liability is expressly prohibited by Subchapter B of Chapter 57 of the Nonprofit Corporation Law (or any successor provision) as in effect at the time of the alleged action or failure to take action by such Trustee.
2. Preservation of Rights. Any repeal or modification of this Article by the Board of Trustees of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Trustee or former Trustee may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Trustee of the Corporation and shall inure to the benefit of such person's successors and assigns.

ARTICLE XII – INDEMNIFICATION

1. Mandatory Indemnification. The Corporation shall indemnify, to the fullest extent now or hereafter permitted by law, each authorized representative (including each former authorized representative) of the Corporation who was or is made a party to or a witness in (or who is threatened to be made a party to or a witness in) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding.
2. Mandatory Advancement of Expenses. The Corporation shall pay expenses (including attorneys' fees and disbursements) incurred by an authorized representative of the Corporation in defending or appearing as a witness in any civil or criminal action, suit or proceeding as described in Section 1 of this Article XII in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such authorized representative shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding only upon receipt of an undertaking by or on behalf of such authorized representative to repay all amounts advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
3. Permissive Indemnification and Advancement of Expenses. The Corporation may, as determined by the Board of Trustees from time to time and in addition to any indemnity provided under these Bylaws or otherwise, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was acting on behalf of the Corporation or in any other capacity while serving as an authorized representative of the Corporation, against all expenses (including attorney's fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The Corporation may, as determined by the Board of Trustees from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
4. Scope of Indemnification. Indemnification under this Article is provided pursuant to Subchapter D of Chapter 57 of the Nonprofit Corporation Law, and this Article is intended to provide indemnification in accordance therewith whether the Corporation would have the power to so indemnify under any other provisions of other law and whether the indemnified liability arises or arose from any threatened pending or completed action by

or in the right of the Corporation. It is intended that the Corporation shall indemnify each authorized representative to the maximum extent permitted by law. Consistent with such intent, this Article shall be interpreted as creating an irrevocable contractual obligation of the Corporation, which shall be for the benefit of each authorized representative, to indemnify each authorized representative to the maximum extent permitted by law. Indemnification under this Article shall not be made by the Corporation in any case where indemnification for the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Subchapter B of Chapter 57 of the Nonprofit Corporation Law as in effect at the time of such alleged action or failure to take action.

5. Insurance; Funding to Meet Indemnification Obligations. The Corporation shall have the power to purchase and maintain insurance on behalf of any authorized representative of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability. The Board of Trustees shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the Corporation, from time to time to discharge the Corporation's obligations with respect to indemnification, the advancement and reimbursement of expenses, and the purchase and maintenance of insurance on behalf of each authorized representative.
6. Miscellaneous. Each authorized representative of the Corporation shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Trustees, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article by the Board of Trustees of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.
7. Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a Trustee, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a Trustee, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

APPROVED BY THE BOARD OF TRUSTEES ON MAY 9, 1990.

AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON JULY 12, 1993.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON NOVEMBER 27, 1995.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON FEBRUARY 4, 1996.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON NOVEMBER 24, 1997..

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON JUNE 22, 1998.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON MARCH 22, 1999.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON MARCH 26, 2001. ,

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON APRIL 28, 2003 AND ON MAY 27, 2003.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON APRIL 25, 2005.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON MARCH 27, 2006.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON MARCH 22, 2010.

ADDITIONAL AMENDMENTS TO THE BYLAWS WERE APPROVED BY THE BOARD OF TRUSTEES ON NOVEMBER 21, 2018.

ATTEST:

DATE:

Stan Lutz
Secretary

11/21/18