

Approved at the May 18, 2017 GreenMount School Board Meeting.

**BYLAWS
OF
The GreenMount School, Inc.**

1. NAME AND PURPOSES

The name and purpose of the Corporation are set forth in the Articles of Incorporation.

2. PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the Corporation shall be as designated by the Board of Trustees ("Board").

3. MEMBERSHIP

The Corporation shall have two classes of members. The designation of such classes and the qualification and rights of the members of such classes are as follows:

01 – Trustee members: There shall be a Board, which shall be composed of trustee members.

A. The Board shall manage the property and business of the Corporation and the operation of The GreenMount School. The Board shall be responsible for: (a) hiring, terminating and supervising the Head of School, (b) establishing policies and procedures concerning the operation of the school, (c) establishing the composition and duties of committees, and (d) approving the budget and tuition.

B. Subject to Paragraph C of this Section, and consistent with Section 10.02, the Board delegates to the Head of School the responsibility for: (a) establishing curriculum, (b) development and fundraising, (c) hiring, terminating, supervising and evaluating the staff, and (d) managing the school's daily operation.

C. If a majority of the Trustees approve, the Board reserves the right to intervene in any subject which falls within the delegated responsibilities, if the actions of the Head of School would have a significant, negative impact on the Corporation or The GreenMount School. Any vote to intervene pursuant to this paragraph may not be taken pursuant to the procedure provided in Section 6.06.

D. The Board shall evaluate the Head of School by August 1 of each year.

02 – Parent members: The parent members shall consist of parents, stepparents, individuals who are signatories on the contract for a child enrolled at the GreenMount School, or other legal guardians of children enrolled in The GreenMount School ("parent member"). A meeting of parent members shall be held at least once a year, including a

meeting in May for the purposes of electing the Board. Each parent member in attendance at meetings shall be entitled to one vote on each matter submitted to a vote.

4. BOARD OF TRUSTEES

01 – Membership: Except as hereinafter provided, each Trustee shall be a parent member; however, two of the Trustees may be persons other than parent members. Any parent Trustee shall be current with all financial obligations to The GreenMount School or be current with other financial arrangements. Prospective parent Trustees shall also be current with all CO-OP obligations. Each Trustee shall contribute to the annual fund on an annual basis.

02 – Number/Composition: The Board shall be composed of the Officers and no fewer than 11 and no more than 15 other Trustees. The specific number of Trustees shall be determined from time to time by the Board.

03 – Election/Nominations: Trustees shall be elected annually by the parent members at the annual year-end parent meeting. The Trustees shall be encouraged to approach parents for Board membership who have distinguished themselves as CO-OP participants, or who have expertise that otherwise qualifies them for Board membership. A call for nominations for Trustees shall be announced so that parents will be advised, at least 15 days prior to the May Board meeting, that nominations for trusteeship are to be submitted no fewer than 5 days prior to the Board's May meeting.

04 – Term/Vacancies: Each Trustee shall hold office: (a) for a term of two years, if that term begins before June 1, 2017; or (b) for a term of three years, if that term or renewal term begins on or after June 1, 2017. No more than once during a Trustee's term, the Board may, with the Trustee's consent, shorten or lengthen that Trustee's term by one year, in the interest of managing Board turnover. Trustees will assume their duties at the June Board Meeting. Vacancies occurring between annual meetings shall be filled by the Board, and persons so designated shall fulfill the term of his /her predecessor.

05 – Voting: Each Trustee shall have one vote. Except as otherwise provided, the Board shall act by a vote of the majority of members present.

06 – Resignation: A Trustee may resign only by submitting a written resignation to the President or, if the resigning Trustee is the President, to the Board at large.

07 – Dismissal: A Trustee or Officer may be dismissed from office by a two-thirds majority of the Board for the following reasons: (a) misrepresenting the mission or philosophy of the school; (b) exceeding the Trustee's or Officer's authority, or otherwise acting in an inappropriate manner; or (c) inadequate participation under Section 4.08 below.

08 – Participation: It is expected that each Trustee:

A. Shall miss no more than two meetings per year.

B. Give prior notice to another Trustee when unable to attend a Board meeting. It will also be expected that a Trustee who is unable to attend a Board meeting shall assign any pertinent tasks/responsibilities to another Trustee in advance of the Board meeting.

C. Perform work as a Trustee as part of the CO-OP hours asked of all parents.

D. Fulfill assigned tasks and those for which the Trustee has volunteered.

09 – Compensation: Trustees as such shall not receive any compensation for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular and/or special meeting of the Board; provided, however, that this section shall not be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor.

5. BOARD OF TRUSTEES OFFICERS

01 – Election: The Officers of the Board shall consist of the President, Vice President, Secretary and Treasurer, each of whom shall be a Trustee. The Officers shall be elected annually by the Trustees at the June meeting of the Corporation.

02 – Vacancies: Any vacancy occurring in any office, for whatever reason, shall be filled by the Board.

03 – Resignation: An Officer may resign only by submitting a written resignation to the President or, if the resigning Officer is the President, to the other Trustees.

04 – Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as stated in these Bylaws:

A. The President shall: prepare the agenda for, preside at, and conduct all meetings of the Board; sign all contracts and agreements in the name of the Corporation after they have been approved by the Board; usually serve as the representative of the Corporation in meetings and discussions with other organizations and agencies. The President shall be ultimately accountable for the duties of the President during the President's term.

B. The Vice President shall: perform the duties of the President if the President is unable to do so or is absent; and, at the request of the President, assist in the performance of the duties of the President.

C. The Secretary shall: keep accurate records and minutes of all meetings of the Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; deliver all notices of meetings to those persons entitled to vote at such meeting; maintain at the office of the Corporation the minutes of the Corporation and a current listing of the Trustees, including their phone numbers and addresses.

D. The Treasurer shall: be responsible for all funds of the Corporation and receive and deposit all such funds into the proper account; record and monitor receipts and disbursements for such account or accounts; and monitor the performance of the Accountant who shall keep accurate books and records of the finances of the Corporation; prepare a financial accounting for each Board meeting; prepare all end of the year accounting and file all federal and state tax reports.

05 – Compensation: Officers as such shall not receive any compensation for their services; provided however, that this section shall not be construed to preclude any Officer from serving the corporation in any other capacity and receiving compensation therefor.

6. BOARD OF TRUSTEES MEETING

01 – Annual Meeting: The Annual Meeting of the Corporation shall be held in the month of June of each year or at such time as soon as practical thereafter as determined by the Board.

02 – Regular Board Meetings: Regular meetings of the Board shall be held every month from September through June and may be scheduled more often by the President. The Board may vote to cancel any meeting. Regular meetings are open to parent members of the Corporation. At the discretion of the Board, a meeting, or a portion thereof, may be closed to non-Trustees, and the minutes from the closed portion of the meeting shall not be distributed to non-Trustees unless authorized by the President.

03 – Special Meetings: Special meetings of the Board shall be held at any time and at any place when called by the President or by at least two Trustees. Business transacted at special meetings shall be confined to the purpose of the meeting stated in the notice of the meeting.

04 – Notice of Meetings: Notices of regular Board Meetings shall be sent to the parent members electronically, or by publication in school newsletters. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least 24 hours prior to the meeting time. All persons entitled to vote at the meeting must receive proper notice of the meeting.

05 – Quorum: At any meeting, a majority of those persons entitled to vote being present shall constitute a quorum.

06 – Action Without Meeting: If 60 percent of the Executive Committee determines that action needs to be taken by the Board, and that the Board cannot wait for the regular or a special Board meeting, action may be taken by the Board electronically or telephonically. The rules established for participation and majority voting in Section 6.05 apply to actions which are taken without convening a meeting. Any action taken pursuant to this Section shall have the same force and effect as a vote of the Trustees assembled, and such action shall be noted with the minutes of the next regular meeting

7. COMMITTEES

01 – Standing Committees: The Board shall maintain at least the following standing committees:

A. The Executive Committee, which shall be comprised of the Officers, and chaired by the President;

B. The Finance Committee, which shall be chaired by the Treasurer;

C. The Governance Committee, which shall be responsible for nominations to the Board, training for Trustees, and review of the bylaws, the charter, and other corporate documents; and

D. The Development Committee, which shall include the school's Development Director as a member.

02 – Other Committees: The Board may establish other standing and ad hoc committees from time to time.

03 – Participation: The Board shall monitor the committees and establish each committee's level of authority and reporting obligations. Parent members of the Corporation may serve on Board committees.

04 – Chairs: For each committee, other than the Executive Committee and Finance Committee, the President will appoint a chair, subject to confirmation by the Board. Each committee chair, working with the Head of School, shall:

A. Seek appropriate input from the Officers, Trustees, parent members, and staff when performing the committee's duties;

B. Communicate regularly with the Board, including by giving reports at each Board Meeting; and

C. Keep a record of the committee's meetings and actions, and convey those records to a staff person designated by the Head of School.

8. CONFLICT OF INTEREST

01 – Duty to Disclose: Trustees, committee members, Officers, staff, and other officials of the Corporation shall have an affirmative obligation to reveal to the Board any actual or possible conflict of interest relating to The GreenMount School or the Corporation, including but not limited to contracts or other financial interests inuring to the benefit of any Trustee or any member of his or her family. Any Trustee, Officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board or a committee of the Corporation for recommendation, authorization, approval or ratification shall give prompt, full, and frank disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction.

02 – Determination of Whether a Conflict of Interest Exists: After disclosure of the financial interest, or other possible conflict of interest, and all material facts, the disclosing person shall leave the Board or committee meeting while the remaining Board or committee members discuss and vote upon whether a conflict of interest does, in fact, exist.

03 – Procedures for Addressing the Conflict of Interest. If a conflict of interest is determined to exist, the Board or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction is not reasonably possible under the circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with that determination, the Board shall make a decision as to whether to enter into the transaction or arrangement.

04 – Records of Proceedings. The minutes of the Board meeting shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether the conflict of interest was present, and the Board's decision as to whether a conflict of interest, in fact, existed.

9. PARENT CO-OPERATIVE

01 – Purpose: Parent involvement in the ongoing work of the school is vital to the school's existence, character, and sense of community. The Parent CO-OP is an association of parents of students attending GreenMount School. The CO-OP's mission is to promote and coordinate volunteer efforts to support the school through community-building, service, and fundraising activities. The CO-OP's activities are consistent with the school's mission and goals.

02 – Membership: All parent members of the Corporation are members of the CO-OP and are expected to actively participate in its efforts on behalf of the GreenMount School. Each parent signs a contract and is depended upon to participate in a minimum of 40 hours per year to further the work of the school.

10. HEAD OF SCHOOL

01 – Selection: By a vote of a majority of the entire Board, the Head of School shall be selected and employed by the Board to develop and maintain the environment, staff, and programs of The GreenMount School consistent with the educational philosophy and long-range planning established by the Board.

02 – Responsibilities: The Head of School is the chief executive officer of the school and, subject to Section 3.01(C), is responsible for implementation and oversight of all operational matters, including finances, faculty and staff employment, curriculum,

admissions and re-enrollment decisions, development and institutional advancement, and student discipline.

03 – Dismissal: The Head of School may be dismissed for cause, or as otherwise provided in the employment agreement, by a vote of the majority of the entire Board in executive session. The decision not to rehire the Head of School shall be reached in accordance with the evaluation process for the Head of School, after deliberations by the Board, and by a vote of a majority of the Trustees.

11. PROFESSIONAL STAFF

01 – Oversight: After receiving input and advice from the faculty and administration, the Head of School shall develop and implement the educational program consistent with the educational philosophy and policies established by the Board.

02 – Employment Decisions: All school personnel shall be hired by the Head of School, who shall be responsible for disciplinary action (including dismissal) of school personnel. School personnel shall be responsible and accountable to the Head of School for all matters pertaining to their employment at The GreenMount School.

12. INDEMNIFICATION

The Corporation shall provide indemnification and shall indemnify Trustees, Officers, employees and agents of the Corporation to the fullest extent required and permitted by the General Laws of Maryland.

13. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July in each year.

14. AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the entire Board at any regular meeting of the Board.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws as adopted by the Board of Trustees on May 17, 2017


_____, Secretary
Johns Hopkins