

# **BY-LAWS OF LONG TRAIL SCHOOL, INC.**

## **ARTICLE I**

### **MEMBERSHIP**

The members of the Corporation shall be the Trustees of The Long Trail School, Inc.

## **ARTICLE II**

### **AUTHORITY AND GOVERNMENT**

The Corporation shall be under the authority of, and the government shall be vested in the Board of Trustees.

## **ARTICLE III**

### **BOARD OF TRUSTEES**

1. The Board of Trustees shall consist of not less than five (5) or more than twenty-five (25) members. ("Board")
2. The Board of Trustees shall be divided into three classes, with the goal of each class consisting of equal number of Trustees, within the limits of the total number of Trustees on the Board.
3. Trustees may serve up to three (3), three-year terms. Each Trustee may serve a maximum of three (3) consecutive three-year terms. At the end of each term the Committee on Trustees will make the decision to nominate any directors whose term is expiring, assuming they have not reached their three-term maximum, for an additional term. Each three-year term shall begin at the annual meeting. Any director elected to the Board at another point in the year shall be up for nomination at the next annual meeting to begin their first three-year term. Any partial year of service ahead of the next annual meeting will not be counted towards the first three-year term.
4. The Committee on Trustees ("COT") shall nominate a candidate for the Board of Trustees. A candidate for the Board of Trustees ("Board") shall be elected by a majority vote of a quorum of the Board members voting at the annual meeting or a special meeting called for that purpose. The Committee on Trustees shall be appointed at the conclusion of each annual meeting and may not consist of any Trustee whose term is expiring at the following Annual Meeting. The initial term shall be up to one year ending at the next annual meeting of the Board.

At the expiration of a trustee's term, the COT may nominate that trustee for re-election as the COT may decide. A serving trustee may then be re-elected for the term the COT recommends by a majority vote of a quorum of the Board members voting at the annual meeting. Each member of the Board shall be entitled to one vote at any meeting of the Board, and voting by proxy shall be permitted, but only on the specific issues identified in the proxy.

5. Employees of the Corporation cannot be elected to the Board.
6. Vacancies shall be filled by the election by the Board of Trustees of a person to serve for the unexpired balance of the term of such vacancy.
7. The Head of School of the School shall be a non voting ex-officio member of the Board and its committees.
8. The annual meeting of the Board shall be held at a date and time specified by resolution of the Board. Frequency and date of regular meetings shall be specified by resolution of the Board at its annual meeting. Special meetings may be held at any time on the call of the President or upon the written request, to the President, by three (3) members of the Board and shall be held at a time and place designated by the President. Notice of any meeting of the Board shall be given in writing by mail, email, or fax transmission not less than five (5) days or more than twenty (20) days prior to such meeting. Notice is deemed effective when mailed or transmitted. Waiver of notice of meeting may be given by any Trustee prior to or after such meeting and all such waivers, to be valid, shall be filed with the corporate records.
9. A majority of the total membership of the Board, entitled to vote, shall constitute a quorum for the transaction of business. A vote of the majority of such quorum present at the time and place of any meeting of the Board shall be sufficient to act upon any proposition that may come before the Board and any number of Trustees less than a quorum may adjourn a meeting from time to time without further notice until a quorum attends.
10. The Board shall have the power to declare vacant the seat of any Trustee, with or without cause by a simple majority of a quorum of the Board.
11. Any member of the Long Trail School Board may participate in a regular or special meeting of the Board via any means of communication, including conference telephone or conference video provided all Board members participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present at the meeting. Voting via telephone or video conferencing is permitted.

12. A trustee shall not engage in a conflict of interest whether personal or business-related transaction, except as may be allowed under this bylaw.

- A. Personal conflict of interest. A trustee shall maintain a separation between the interests of the Corporation and the specific needs of a child or constituency. A trustee shall not use his or her status as a trustee for personal or professional advancement. This applies to parent-trustees pursuing family interests. Full disclosure of the conflict of interest shall be made to the Board Chair and to the Board.
- B. Business-related (transactional) conflict of interest. A business-related conflict of interest is one in which a trustee has a direct or indirect interest in a transaction with the Corporation. An indirect interest is one involving an entity, such as a partnership or corporation, in which the trustee has an interest.

Notwithstanding, a transaction involving a conflict of interest may be approved by the Board or by a committee of the Board to which the decision to approve or disapprove has been referred if approval is preceded by:

- Full disclosure to the Board of the material facts of the transaction and the trustee's interest; and
- A majority of the trustees attending or a majority of the committee members who have no direct or indirect interest in the transaction conclude that the transaction is fair to the Corporation.

## **ARTICLE IV**

### **COMMITTEES**

The Board of Trustees may designate such standing committees and special committees as the welfare and progress of the Corporation shall dictate. The Board is required to establish both a Finance Committee and a Committee on Trustees. The Board is authorized to establish other committees. No committee may act on behalf of the Corporation. The sole purpose of a committee is to advise the Board of Trustees and assist the Board with its deliberations. A committee shall communicate with the Board through the Chair of the Board of Trustees. The Board of Trustees may rely on a committee's recommendations.

Volunteers may be invited by the Board of Trustees to assist any Committee subject to such terms and conditions as the Board of Trustees may deem appropriate.

## **Generally**

There shall be an Executive Committee and such other Committees as the Board may, from time to time, establish.

## **Executive Committee**

The Board of Trustees may, in its discretion, by resolution adopted by a majority of the whole Board, constitute a general Executive Committee for the Board, appoint its members, and specify its authority and responsibility. Such Committee shall be composed of the Officers of the Corporation. The Executive Committee shall have such advisory powers and shall perform such advisory duties as the Board may request, in writing, from time to time, regarding the immediate oversight and management of the business affairs of the Corporation or any of the following actions:

- a) incurring any debt;
- b) pledging the assets of the Corporation;
- c) spending, committing or obligating the Corporation to any sum in excess of the budget by the full Board;
- d) selling, leasing, exchanging or otherwise disposing of any asset of the Corporation;
- e) adopting a plan of merger or consolidation;
- f) amending, altering or repealing the Bylaws or Articles of Association;
- g) electing or removing Trustees or Officers of the Corporation;
- h) amending, altering or repealing any resolution of the Board of Trustees;
- i) taking any action which any member of the Executive Committee deems to be a departure from the Mission Statement of the Corporation.

The Executive Committee shall keep a written record of its proceedings and shall submit such record to the whole Board at each regular meeting, and at such other times as may be requested by the Board.

The Executive Committee shall be organized and shall perform its functions as directed by the Board and shall report periodically to the Board. The Committee shall act by a vote of a majority of its members in the manner set forth in these bylaws.

The Executive Committee may be abolished at any time by a vote of a majority of the Board of Trustees. During the course of the Committee's existence, its membership may be increased or decreased and the authority and its duties changed by the Board of Trustees.

## **Finance Committee**

The Finance Committee shall advise the Board of Trustees on the sound financial management of the School including but not limited to : (a) approving the Head of School's budget prior to presentation to the trustees for discussion and approval; (b) periodically reviewing regular statements or revenues of expenditures and comparing to budget as the Committee determines in its discretion; (c) authorizing and reviewing annual compilations, reviews or audits of School's finances by an independent CPA; (d) periodically reviewing the School's insurance coverage for adequacy of coverage and competitiveness of premiums; (e) periodically reviewing financial policies for the Admissions Department and scholarship allocations; (f) reviewing and recommending salary and benefit programs; (g) recommending to the Board the annual tuition rate and changes in tuition, transportation and other fees; (h) monitoring on behalf of the Board the investment process of the School's endowment, reviewing annually the school's endowment investment policy or policies; (i) meeting with the School's investment counselors as required; (j) making recommendations to the Board with regards to changes in the endowment investment process and/or endowment investment policies.

## **Trustee Committee**

The Trustee Committee shall : (a) formulate criteria for identifying and recruiting trustee candidates; (b) recommend new trustee candidates to the Board; (c) facilitate the Board's self-assessment; (d) plan for leadership succession by identifying and recommending an officer slate to the Board for its approval; (e) plan for trustee professional development through orientation, training, and ongoing education; (f) plan for the enhancement of faculty and student/trustee relations in concert with the Head of School through meetings and forums.

The Chair of the Board of Trustees is authorized to establish such other Committees to advise the Board and appoint such Chairs and members as it deems in the best interest of the Corporation.

## **ARTICLE V**

### **OFFICERS OF THE CORPORATION.**

*Election of Officers.* The Board of Trustees shall elect a Chairman of the Board and may elect a Vice-Chairman of the Board, a Treasurer and such other officers as it shall determine necessary from among the Trustees. Each officer shall serve at the pleasure of the Board of Trustees and until his successor is duly elected or appointed and qualifies, or until his earlier death, resignation or removal as provided by this Article. Election of officers shall be held at the annual meeting following general election of the Board of Trustees. Any or all

offices may be held by the same person. Any vacancies in any office may be filled by the Board of Trustees.

*Chairman of the Board.* The Chairman of the Board, if there be one, shall preside at all meetings of the Board of Trustees and shall perform such other duties as the Board of Trustees may direct. While serving as Chairman of the Board the limitations set for the number of terms is removed but any director who has served more than three terms will be elected yearly for both the Board seat and the Executive position.

*Vice Chairman of the Board.* The Vice Chairman shall perform such duties and have such powers as may be delegated to him by the Chairman or by the Board of Trustees. In the absence of the Chairman or his inability to act, the Vice Chairman shall perform the duties of the Chairman. While serving as Vice Chairman of the Board the limitations set for the number of terms is removed but any director who has served more than three terms will be elected yearly for both the Board seat and the Executive position.

*Secretary.* The Secretary shall keep full minutes of all meetings of the Board of Trustees. They shall see that all notices are duly given in accordance with the provisions of these By-laws or as required by law. The Secretary shall have such other powers and duties as may be properly designated by the Board of Trustees.

*Treasurer.* The Treasurer shall have such powers and duties as may be properly designated by the Board of Trustees.

## **ARTICLE VI**

### **OFFICERS OF THE SCHOOL**

1. HEAD OF SCHOOL. The Head of School shall be the chief executive officer of the School and shall carry out the policies established by the Board.
2. DUTIES OF THE HEAD OF SCHOOL.
  - a. The Head of School shall have plenary authority over the conduct and operation of the school as such. He shall be appointed by the Board of Trustees, who may enter into a contract of employment with him or her for a period of years at such salary and on such conditions as may be agreed upon.
  - b. Among other things, the Head of School shall have authority on behalf of the Trustees to choose textbooks; to employ and discharge teachers; to fix compensation of teachers within the budgeted amount of teachers' salaries; to determine the course of studies; to accept, discipline and discharge pupils; and generally to do such things as may be necessary

for the proper conduct of the School as such, subject only to the power of removal vested in the Board and to such budgetary restrictions as the Board may from time to time impose.

3. OTHER OFFICERS. The Board of Trustees may provide for such other officers of the School as it may deem desirable and may specify their duties.

## **ARTICLE VII**

### **AMENDMENTS**

New By-Laws may be adopted or these By-Laws may be amended or repealed by a vote of a two-thirds majority of the total membership of the Board of Trustees, entitled to vote, provided that no new By-Law may be adopted and no existing By-Law may be amended or repealed at the meeting at which such adoption, amendment or repeal is first proposed.

## **ARTICLE VIII**

### **INDEMNIFICATION**

Every person who is or shall be or shall have been a Trustee or Officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Trustee or Officer of the Corporation, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as Trustee or officer. Costs and expenses of actions for which this Article provides indemnification shall include, among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

## **ARTICLE IX**

### **DISSOLUTION**

1. The Corporation is an educational corporation not operated and not to be operated for profit. It is organized exclusively for educational purposes, and its property is to be used exclusively for carrying out such purposes. No officer, member or employee of, this corporation shall receive or may be lawfully entitled to receive any pecuniary profit from the operations of this corporation, except reasonable compensation for services in effecting its purposes.
2. In the event of the dissolution of the Corporation all remaining assets shall be faithfully and exclusively used for the purposes set forth in the Articles of Association of the Corporation.

Adopted by the Board of Trustees on August 18, 1993

Revised November 17, 1998

*Revised July 20, 2000*

*Revised August 29, 2001*

*Article to establish an Executive Committee approved August 26, 2002*

*Revised December 19, 2002*

*Revised May 22, 2003*

*Revised May, 2013*

*Revised May 6, 2014*

*Revised September 8, 2015*

*Revised May 14, 2019*

*Jim Anderson, Corporate Secretary, certifies these by laws to be the true and accurate By-Laws of the Corporation as amended May 14, 2019 by a two- thirds majority of the entire Board.*

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Jim Anderson