

## **BY-LAWS of Montessori Works**

### **Article I Name**

Section. 1.01. Name. The name of this corporation shall be Montessori Works, hereinafter referred to as “the Corporation”.

### **Article II Purpose**

Section 2.01. Purposes. The purposes for which the Corporation is established are as stated in its Articles of Incorporation, to wit:

The purpose of the Organization shall be to facilitate, create, assist and/or operate accessible educational programs that apply an authentic Montessori approach. The Organization’s goal is to increase the accessibility of authentic, quality Montessori education for children, families, educators and educational organizations through leadership, expertise and advocacy. The ultimate purpose of the organization is to enable more children to benefit from the Montessori method, which results in children becoming life-long learners who:

- Are self-directed
- Can live confidently in a continuously changing world
- Are armed with knowledge and problem-solving skills
- Are able to address new challenges with true creativity
- Are caring and sensitive toward others
- Will honor their obligations as world citizens.

### **Article III Offices**

Section 3.01. Registered Office. The registered office of the Corporation in Delaware shall be 3029 Bowlerama Drive, New Castle, DE 19720. Montessori Works shall be operated as a private non-profit and shall not have the authority to issue capital stock.

## **Article IV Board Of Directors/Members**

Section 4.01. Members. The business and affairs of the Corporation shall be governed and controlled by the Board of Directors, hereinafter sometimes referred to as “the Board”. The members of the Board, ex officio, shall constitute the membership of the Corporation as the term “Membership”. A Director shall be a member of the Corporation for only so long as such Director serves as a Director under these Bylaws.

## **Article V Membership Of The Board**

Section 5.01. Voting Members. The Board shall consist of no less than seven (7) and no more than nineteen (19) persons. The exact number of members shall be determined from time to time by the Board.

### Section 5.02. Election Of The Board Of Directors.

- (a) At the first meeting of the Board, the Board as constituted shall elect their successors. Any Board member may nominate such person or persons considered qualified for service as a member of the Board. Any person so nominated shall be approved by a majority of those Board members present and voting. No election of a new director shall occur until all members have had at least 7 days to review the information and qualifications of the potential member.
- (b) If a vacancy shall occur due to the resignation or inability of a member to perform his or her duties, the position shall be filled by an individual nominated by any member of the Board and approved by a majority vote of the Board present and voting. Such individual shall serve for the remaining term of the member that is being replaced.
- (c) Nothing in these Bylaws shall be construed to prevent any member of the Board from succeeding him or herself.

Section 5.03. Term. Members of the Board shall serve terms of three years each. No member shall serve for more than three consecutive terms. A previous member may be re-nominated to the Board after an absence of no less than one full operating year.

Section 5.04. Attendance. Consistent attendance by all Board members is expected. A member

missing more than three (3) meetings in a calendar year shall be subject to dismissal.

Section 5.05. Committees. The Board shall be composed of the following standing committees. Excepting the Executive Committee, the President will appoint the Chairs of the committees with consultation from the Executive Committee. Other committees may be formed as needed. Each director must serve on at least one standing committee.

(a) Executive Committee. The Committee shall include the President of the Board of Directors, the Vice President of the Board, the Secretary of the Board and the Treasurer of the Board, and at least one other Director appointed for a term of one year by the Executive Committee members. The Executive Director may participate as an ex officio, non-voting member. The Executive Committee directs the administrative activities of the Board and participates in the creation of the annual operating budgets for presentation to the full Board for approval. Subject to the prior authorization to conduct specific items of business and the responsibilities of the Board as set out in Section 6.01 hereof, the Executive Committee shall possess and exercise all other powers of the Board of Trustees during the intervals between meetings. Any action taken by the Executive Committee will be reported at the next meeting of the Board. Any expenditure over \$2000 must be approved by a majority of the board's members.

(b) Board Development and Governance. The primary function of this committee is to determine the membership needs of the Board, to actively recruit potential nominees, and to recommend candidates to the Board of Directors for appointment. It also identifies the training needs for each committee and Board as a whole and develops plans for implementation. The committee is also responsible for reviewing the Bylaws and governance structure of the organization on an annual basis, or more frequently if needed. The committee chair at the next full meeting of the Board shall present recommendations for revisions of Bylaws or structure.

(c) Communications and Marketing. This committee determines and implements communication and marketing initiatives that are within the approved budget. New initiatives that do not fall within the budget are submitted to the Board for decision-making. Specific duties of the committee include, but are not limited to: development and implementation of Marketing Plans to include branding, visual identification, advertising and promotion programs and desired channels; management of effective and efficient

communications with internal and external audiences; oversight and guidance for “legacy”, digital and web-based products; ensure that professional standards are established, maintained, and promoted.

(d) Fund Raising and Organizational Development Committee. This committee oversees all fundraising and capacity building activities of the organization, supervising and directing staff operation in these areas. The specific duties and responsibilities of the committee include, but are not limited to: collaborate with staff in the design of an annual fund development plan to meet budgetary needs and present the plan to the board for approval; monitor progress and effectiveness of fundraising efforts; assist with the identification, cultivation and solicitation of donors; participate in donor relations and stewardship activities; plan, attend, and/or host donor cultivation events and other significant organization events; demonstrate leadership by making a meaningful gift to the organization that will motivate and encourage others to give generously; ensure all Board members are participating in all fundraising efforts, including 100% board giving; recommend development policies, i.e. relating to gift acceptance policies such as bequests, planned gifts, or naming opportunities, to the board for approval; review and help define the internal case statement; provide input on other development materials as necessary; review and make recommendations on special fundraising initiatives, such as campaigns, planned giving programs, donor recognition programs; approve fundraising plan, and actively promote the organization in the community

## **Article VI Duties And Powers**

Section 6.01. General Powers. The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute, or by the Articles of Incorporation or by these Bylaws, directed or required to be exercised and done by the members. Without limiting the generality of the foregoing, the powers of the Board shall include the power to authorize increases in the Corporation’s indebtedness and to mortgage and pledge its assets.

Section 6.02. Informal Meetings by the Board. Notwithstanding anything to the contrary contained in these Bylaws, any action which may be taken at a meeting of the members of the Board, if any, may be taken without a meeting, if a consent or consents in writing, video, email, or phone setting forth the action so taken shall be signed by all of the members of the Board, as the case may be, and

shall be filed with the Secretary of the Board

Section 6.03. Power Invested in the Executive Committee. The Executive Committee may be authorized by the Board to conduct specific items of business of the full Board between Board meetings. Subject to the prior authorization to conduct specific items of business and the responsibilities of the Board as set out in Section 6.01 hereof, the Executive Committee shall possess and exercise all other powers of the Board of Trustees during the intervals between meetings. Any action taken by the Executive Committee will be reported at the next meeting of the Board. No expenditures over \$2000 can be made without the majority of the board members approval

### **Article VII Meetings**

Section 7.01. Annual Meeting. The annual meeting of the Board shall be held by October of each year.

Section 7.02. Regular Meetings. Regular meetings of the Board shall be held monthly, but this is not a requirement.

Section 7.03. Special Meetings. Special meetings of the Board may be held at the call of the President.

Section 7.04. Notice Of Meeting. Notice shall be given to each voting and advisory member of the Board at his/her usual place of business and/or residence at least two weeks in advance of each annual or regular meeting. Notice of any special meeting shall be given as set forth herein at least two weeks in advance of such special meeting whenever practicable.

Section 7.05. Quorum. At any meeting of the Board, the presence of a majority of the board members, in person, phone, or video, shall constitute a quorum.

### **Article VIII Officers**

Section 8.01. President; Powers And Duties. The President shall be the senior officer of the Corporation and shall have such powers and duties as the Board may prescribe. He or she shall have

general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of President. The President shall from time to time make or cause to be made such reports of the affairs of the Corporation as the Board may require.

Section 8.02. Vice President, Powers And Duties. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; The Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board.

Section 8.03. Secretary, Powers And Duties. The Secretary shall be a member of the Board of Directors and shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes and minutes thereof in books to be kept for that purpose; and shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or by the President. The Secretary shall keep in safe custody the corporate seal of the Corporation, and may affix the same to any instrument requiring it and attest the same. Records can be maintained in an electronic form, accessible by others. (ie. Dropbox)

Section 8.04. Treasurer, Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation and shall see to the deposit of all moneys and other valuable assets in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board, subject to disbursement or disposition upon orders signed in such manner as the Board shall prescribe. The Treasurer shall render to the President, at the regular meetings of the Board or whenever the President or the Board may require it, an account of all his transactions as Treasurer and of the results of operations and financial condition of the Corporation. If required by the Board, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as may be satisfactory to the board for the faithful discharge of the duties of his or her office, and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, records, money and other property of whatever kind in his or her

possession or under his or her control belonging to the Corporation.

Section 8.05. Delegation Of Officer's Duties. Any officer may delegate duties to his or her assistant (if any) appointed by the Board; and in case of the absence of any officer or assistant officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of his powers or duties, for the time being, to any person.

Section 8.06. Election Of Officers. The officers of the Corporation shall be elected to three year terms by the Board each June. An officer may serve in that position for no more than two consecutive terms. Any member of the Board may make nominations for each office. Each nominee shall serve in such office upon election by a majority of the Board members and shall serve in such capacities until he/she resigns or is unable to continue to serve due to disability or death.

## **Article IX Records**

Section 9.01. Corporate Records. The Corporation shall keep at its registered office in this State or at its principal place of business wherever situated an original or duplicate record of the proceedings of the directors and the original or copy of its Bylaws, including all amendments and alterations thereto to date, and a register, giving the names and addresses of the members of the Board. The Corporation shall also keep complete and accurate books or records of account.

Section 9.02. Right Of Inspection. Every member of the Board shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, one reasonably related to the interest of such person as a member of the Board, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom.

Section 9.03. Execution Of Written Instruments. All contracts, deeds, mortgages, obligations, documents and instruments, whether or not requiring a seal, may be executed by the President and attested by the Secretary or an Assistant Secretary. All checks, notes, drafts and orders for the payment of money shall be signed by such one or more officers or agents as the Board may from time to time designate.

## **Article X Miscellaneous Provisions**

Section 10.01. Indemnification Of The Board And Officers. The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Corporation) by reason of the fact that he is or was a Board member, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 10.02. Fiscal Year. The fiscal year of the Corporation shall end on the thirtieth day June of each year.

## **Article XI Amendment Of Bylaws**

Section 11.01. Amendments. These Bylaws may be altered, modified, amended, supplemented or repealed by a three quarters vote of the members of the Board at any regular or special meeting of the Board, duly convened after notice to the Board members for that purpose; or by three quarters written consent or consents of all of the Board members, without a meeting.

## **Article XII Irrevocable Dedication; Dissolution And Reversion**

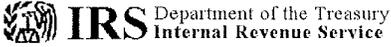
Section 12.01. Irrevocable Dedication. The Corporation is not organized, nor shall be operated, for a pecuniary gain or profit. The property, assets, profits and net income of the Corporation are irrevocably dedicated to religious, charitable, scientific and educational purposes, and no part of the profits or net income shall inure to the benefit of any officer or member thereof.

Section 12.02. Dissolution. Should the Corporation cease to act and be dissolved, its property and assets then remaining shall be equally distributed to another non-profit with a suitable educational mission. However, that payment shall be made hereunder only in the event that such named corporations, trusts, foundations, or other organizations are organized and operated exclusively for religious and/or charitable educational or scientific purposes and which are exempt from Federal income tax under Section 501(a) of the Internal Revenue Code. In the event that the organizations

herein above named shall not qualify hereunder, the amount which it would have received upon dissolution shall be paid over to one or more other qualifying organizations, as the same may be determined by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

### **Article XIII Effective Date**

Section 13.01. Effective Date. These Bylaws shall take effect upon adoption by the Board of Directors of the Corporation.



OGDEN UT 84201-0046

In reply refer to: 0423275033  
Apr. 10, 2014 LTR 252C 0  
51-0111787 000000 00  
00007247  
BODC: TE

MONTESSORI WORKS INC  
502 N PINE ST  
WILMINGTON DE 19801-4433



002888

Taxpayer Identification Number: 51-0111787

Dear Taxpayer:

Thank you for your Form 990.

We have changed the name on your account as requested. The number shown above is valid for use on all tax documents.

If you need forms, schedules, or publications, you may get them by visiting the IRS website at [www.irs.gov](http://www.irs.gov) or by calling toll-free at 1-800-TAX-FORM (1-800-829-3676).

If you have any questions, please call us toll free at 1-877-829-5500.

If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Also, you may want to keep a copy of this letter for your records.

Telephone Number ( ) \_\_\_\_\_ Hours \_\_\_\_\_

Sincerely yours,

Sheila Bronson  
Dept. Manager, Code & Edit/Entity 3

Enclosure(s):  
Copy of this letter

# Department of the Treasury

Address any reply to DISTRICT DIRECTOR at office No. 2

## District Director Internal Revenue Service

Date: JUN 29 1971 | In reply refer to: Aug 1107;CO



▷ Elementary Workshop, Inc.  
c/o Mr. Fashmi M. Contractor  
514 E. 6th Street  
Wilmington, Delaware 19801

**Gentlemen:**

Purpose:	<b>Educational</b>
Address Inquiries to the District Director of Internal Revenue:	<b>Philadelphia</b>
File Returns With:	<b>Mid-Atlantic Service Center</b>
Accounting Period Ending:	<b>July 31,</b>

Based on information supplied, and assuming your operations will be as stated in your exemption application, we have determined that you are exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code. Any change in your purposes, character, or method of operation must be reported to us so we may consider the effect of the change on your exempt status. You must also report any change in your name and address.

We have further determined that you are not a private foundation within the meaning of Section 509(a) of the Code because you are an organization described in Section ~~170(b)(1)(A)(ii)~~.

For years beginning prior to January 1, 1970, you are/~~are~~ required to file the annual information return, Form 990-A. For each subsequent year, please refer to the instructions accompanying the Form 990-~~A~~ for that particular year to determine whether you are required to file. If filing is required, you must file the Form 990-~~A~~ by the 15th day of the fifth month after the end of your annual accounting period.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under Section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities is unrelated trade or business as defined in Section 513 of the Code.

Donors may deduct contributions to you, as provided by Section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes under Sections 2055, 2106, and 2522 of the Code.

-2-

You are not liable for Federal Unemployment Taxes. You are liable for social security taxes only if you have filed a waiver of exemption certificate, Form SS-15, as provided in the Federal Insurance Contributions Act.

Every exempt organization is required to have an Employer Identification Number regardless of whether it has any employees. This number is to be used on all your tax returns and in your correspondence with the Internal Revenue Service. If you do not have such a number, please file Form SS-4, Application for Employer Identification Number with this office.

This is a determination letter.

Sincerely yours,

Alfred L. Whinston  
District Director

cc: L. Coleman Dorsey, Esq.

FORM SS-4 (10-67) PART 4	NOTICE OF EMPLOYER IDENTIFICATION NUMBER	Please make a separate record of this number for use in case this notice should be lost or destroyed.	510111787
<b>ELEMENTARY WORKSHOP, INC.</b>			
<b>514 E. Sixth Street</b>		<b>Mr. Rashmi M. Contractor</b>	
<b>Wilmington, Delaware 19801</b>		<b>New Castle</b>	

The identification number shown above will be used by the Internal Revenue Service to identify your Federal tax returns, and other documents, i.e., 1120, 940, 941, etc., and your payments of the taxes reported on such returns. Your identification number should be shown on such returns, documents, and on any related forms or correspondence.

-55-

FORM MAR-5625 (7/70)