The name of the Corporation is St. Catherine's Montessori Inc. The Corporation’s purpose is educational and the Corporation pledges its assets for its educational purpose.

ARTICLE 1: DIRECTORS.

Section 1. Number and Tenure. The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of nine members. No more than three of the members of the Board shall have family members attending the school. At least three members of the Board shall be members of a religious order or orders affiliated with the Roman Catholic Church. The remaining three positions may be filled from the larger, non-parent community, including, but not limited to, alumni, alumni parents, or other members of the larger community who do not have family members currently enrolled in the school. Employees of the School and family members of employees of the school shall not be eligible to serve on the Board of Directors.

Each appointed Director shall hold office for three years or until such Director’s successor shall be appointed and shall qualify. Directors may be appointed by the Board of Directors and may serve successive terms of duration determined by the Board. The Board of Directors shall be self-perpetuating, and the Directors serving at the meeting of the Board of Directors at which these Amended Bylaws are adopted, as well as new Directors appointed to succeed those whose terms thereafter expire, shall be nominated and approved by the Board of Directors. The Board of Directors may appoint qualified individuals, including past officers and directors and potential future director appointees, to serve in a non-voting, ex-officio capacity, as the Board shall deem to be beneficial to the Board.

Section 2. Vacancies. Each Director appointed to fill a vacancy among the Directors, or to replace a Director, shall be nominated and approved by the Board of Directors and shall hold office until the expiration of the term of office of the Director whom such Director is replacing.

Section 3. Place of Meeting. Meetings of the Board, regular or special, may be held either within or without of the State of Texas.

Section 4. Regular Meetings. The Board shall meet once a month during the regular academic year for the transaction of such business as may properly be brought before it. Notice shall be established at the first meeting of the Board in the current academic year.
Section 5. Special Meetings. Special meetings of the Board may be held at any time upon the call of the majority of the Directors in office or the President of the Corporation. Notice shall be sent by mail, phone or electronic mail at least four days before the meeting. Oral notice may be substituted for such written notice if given no later than one day before the meeting.

Section 6. Waiver of Notice. Notice of the time, place and purpose of any meeting of the Board may be waived as set forth in Section 3 of Article IV of these Bylaws. Attendance of a Director at such meeting shall also constitute a waiver of notice thereof, except where such Director attends for the announced purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened. Except as otherwise herein provided, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting.

Section 7. Quorum. A majority of the number of Directors fixed by these Bylaws shall constitute a quorum for the transaction of business, but a smaller number may adjourn from time to time until they can secure the attendance of a quorum. Except as otherwise provided herein, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Compensation. Directors as such shall not receive any stated salary for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 9. Removal. Any Director may be removed, either for or without cause, at any special meeting of the Board by the affirmative vote of a majority of the Directors in office. The notice calling such a meeting shall give notice of the intention to act upon such matter, and if the notice so provides, the vacancy caused by such removal may be filled at such meeting in the manner set forth in Section 2 of Article I of these Bylaws.

Section 10. Committee. The Board, by resolution adopted by a majority of the Directors in office, shall designate four standing committees (policy, finance, building and grounds, development) and any ad hoc committee deemed necessary by the Directors for the management of the Corporation. Each standing committee shall consist of two or more persons with at least one Director. The President shall serve as the chair of the Policy Standing Committee. The Treasurer shall serve as chair of the Finance Standing Committee. Each ad hoc committee shall consist of two or more persons who need not be Directors. These committees shall advise the Board of Directors with respect to such matters as the Board shall direct. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or such Director by law. Any non-Director who becomes a member of such committee shall have the same responsibility with respect to such
committee as a Director who is a member thereof

Section 11. Action Without A Meeting. Any action required or permitted by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Directors in office, or all of the members of such committee, as the case may be.

ARTICLE II: GOVERNANCE.

Section 1. Board Responsibilities. It shall be the duty of the Board to oversee the mission and philosophy of the Corporation. The Board shall manage the business and affairs of the Corporation. These responsibilities include but are not limited to: financial management, development and public relations, physical plant, policy formulation, and strategic planning. The Board is the employer of the Administrator and as such shall empower the Administrator to manage all of the day-to-day operations of the Corporation, especially in the areas of student, academic, financial, and personnel affairs. The Board shall establish and maintain four standing committees (policy, finance, building and grounds, development) and appoint appropriate members with at least one representative of the Board acting as a member of each standing committee.

Section 2. Parliamentarian Procedures. The Board shall follow Robert’s Rule of Order to expedite deliberation and decision making.

ARTICLE III: OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, one or more Vice- Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board from time to time designate, each of whom shall be elected by the Board at the regular June meeting of the Board for terms not exceeding one year. Any two or more officers may be held by the same person, except the office of President and Secretary. A committee duly designated may perform the function of any officer and the function of any two or more officers may be performed by a single committee, including the function of President and Secretary. All officers shall be entitled to be paid or reimbursed for all costs and expenditures incurred in connection with the Corporation’s operations and activities.

Section 2. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the corporation, or otherwise, the same shall be filled by the Board, and the officer so elected shall hold office until his successor is chosen and qualified.

Section 3. Removal. Any officer may be removed by the Board whenever in its judgment the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election appointment of
an officer or agent shall not of itself create contract rights.

Section 4. President. The President is the Chief Operating Officer of the Corporation and shall preside at all meetings of the Board, sign all deeds, conveyances, releases and other instruments requiring the seal of the Corporation. The President shall also perform such other duties as may be assigned by these Bylaws.

Section 5. (Omitted)

Section 6. Vice President. Any Vice President may perform the usual and customary duties that pertain to such office and, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

Section 7. Secretary. It shall be the duty of the Secretary to attend all meetings of the Board and record correctly the proceedings had at such meetings in a book suitable for that purpose. It shall also be the duty of the Secretary to attest with such officer’s signature and the seal of the Corporation all deeds, conveyances or other instrument required the seal of the Corporation. The Secretary shall also perform, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

Section 8. Treasurer. The Treasurer shall keep such moneys of the Corporation as may be entrusted to such officer’s keeping and account for same. The Treasurer shall be prepared at all times to give information as to the condition of the Corporation and shall make a detailed annual report of the entire business and financial condition of the Corporation. The Treasurer shall also perform, under the direction and subject to the control of the Board, such other duties as may be assigned to such officer.

Section 9. Delegation of Authority. In the case of any absence of any officer of the corporation or for any other reason that the Board may deem sufficient, the Board by delegating some or all of the powers or duties of such officer to any officer or to any Director, employee or agent for whatever period of time seems desirable, providing that a majority of the Directors in office concur therein.

ARTICLE IV: MISCELLANEOUS PROVISIONS.

Section 1. Indemnification of Officers and Directors. Each person who shall serve or have served as a Director or officer of the Corporation shall be indemnified by the Corporation against expenses and cost (including attorney’s fees) actually and necessarily incurred by such person in connection any claim asserted against such person, by action in court or otherwise, by reason of being or having been such Director or officer, except in relation to matters to which such person shall have been guilty of negligence of misconduct in respect of the matter in which indemnity is sought, provided, however, that the foregoing right of
Section 2. Amendments. Except to the extent set forth below, these Bylaws may be altered or repealed by the affirmative vote of a majority of Directors in office at any regular meeting of the Board or at any special meeting of the Board if notice of the proposed alteration or repeal shall be contained in the notice of such special meeting. Article I: Section 1, Article II: Section 2 and Article III: Section 5 of these Bylaws and this section may be altered or repealed only by the unanimous vote of the Directors in office.

Section 3. Waiver. Whenever, under the provision of any law, the Articles of Incorporation or amendments thereto, or these Bylaws, any notice is required to be given to any Director or Committee member, 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 equivalent to the giving of such notice.

Section 4. Offices. The principal office of the Corporation shall be located in Houston, Texas unless and until changed by resolution of the Board.

Section 5. Resignation. Any Directors or officer may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of receipt by the President or Secretary. The acceptance of a resignation shall be necessary to make it effective, unless expressly so provided in the resignation.

Section 6. Fiscal year. The fiscal year of the Corporation shall begin on the 1st day of July of each year.

Originally adopted by the Board of Directors of St. Catherine’s Montessori on the 19th day of August, 1998, and amended on the 28th day of May, 2003, and further amended on the 21st day of June 2019, and further amended on the 26th day of September, 2019, and further amended on this 2nd day of October, 2019.