



Mission Statement

The Well School seeks to inspire confidence, passion, and a love of learning in every child.

Vision Statement

The Well School is, first and foremost, a community. Teachers, parents, and peers support and guide students as they develop our school's core values of kindness, cooperation, and respect. We depend upon the enthusiastic participation of every community member to support each student in their Journey to becoming a confident person and a passionate learner. When everyone participates in each activity with a positive attitude, our children are empowered to discover new skills and interests within a safe environment. Using the strength of the community, our education expands beyond merely the training of the mind to involve the development of a full range of human potentials- intellectual, artistic, social, physical, emotional - allowing each student to develop a sense of who they want to be. The inclusion of rigorous academics, theater, music, art, sports, dance, outdoor play, mindfulness, and daily jobs enriches both mind and heart.

Within the academic setting, emphasis is placed on the development of strong relationships between students and teachers who love what they teach and model the school's values. In this way, students are empowered to strive to be their best, which helps to bring out the unique greatness of each student.

AMENDED AND RESTATED BY-LAWS

OF

THE WELL SCHOOL

October 19, 2020

ARTICLE I

Name and Purpose

Section 1.1 Name. The name of the corporation is The Well (the “School”). The School may conduct its business using the name, The Well School.

Section 1.2 Purpose. The School is a nonprofit corporation incorporated under the laws of the State of New Hampshire devoted to the education of children, and such other purposes as are set forth in the Articles of Association recorded with the Office of the Secretary of State on November 29, 1967, as amended by amendment to the Articles of Association filed with the New Hampshire Secretary of State on June 25, 1970, and as may be further amended (as amended, the “Articles”).

ARTICLE II

Office, Fiscal Year

Section 2.1 Offices. The principal offices of the School shall be located in Peterborough, New Hampshire.

Section 2.2 Fiscal Year. The fiscal year of the School shall commence on the first day of July, and end on the last day of June in each year.

ARTICLE III

The Board of Trustees

Section 3.1 Section 1. Function. The affairs and business of the School, including, but not limited to the following, shall be governed by and be the responsibility of the Board of Trustees (the “Board”), which may exercise all such powers of the School and do all such lawful acts and things as are permitted by statute, the Articles, or these By-laws. Further it is the responsibility of the Board to uphold the School’s Mission and Vision Statements.

(i) The hiring, evaluation, and the dismissal of the Head of School (“HoS”);

(ii) The setting of the School tuition and fees and the management of the School properties as may in their judgment be necessary or advisable for the continuation of School operation;

(iii) The generation of operating and endowment funds by solicitation of gifts and grants or otherwise;

(iv) Cultivating its relationship with its many stakeholders and constituencies;

(v) Ensuring that the policies for admission to the student body and the policies for dismissal from the student body, reflect the School's Mission Statement;

Section 3.2 Trustee Responsibility. Members of the Board stand in a fiduciary relationship to the School, which reposes special confidence in each member. Every trustee and officer shall discharge his or her duties in good faith, with due regard to the interests of the School and in compliance with the fiduciary principles of conduct in addition to any other state or federal requirements. In discharging his or her duties, every trustee and officer may rely upon reports, information, opinions, and financial statements of others, provided that the trustee or officer reasonably believes that such reports, information, opinions, and financial statements of others merit confidence or that such reports, information, opinions, and financial statements of others were prepared by reliable and competent persons. No member of the Board shall for personal gain or benefit or for the gain or benefit of others use any information not available to the public at large and obtained as a result of service to the School. In addition:

(i) As a condition for Board service, each Trustee will sign the Trustee Commitment Letter and the conflict of interest policy that the Board shall adopt.

(ii) Trustees are expected to maintain an active interest in the affairs of the School and will not act in a manner contrary to decisions of the Board that become a matter of record.

(iii) Failure to comply with By-laws provisions shall be deemed grounds for removal from the Board.

Section 3.3 Size of Board. The number of Trustees elected to the Board should not be fewer than five (5) nor shall it be more than eleven (11), as fixed by the Board from time to time. In the event that the number of Trustees in good standing is fewer than five (5), business can be transacted by unanimous vote.

Section 3.4 Nomination and Election. Nominations for Trustees shall be submitted to the Committee on Trustees ("CoT"). The CoT will conduct pertinent due diligence and submit its findings and recommendation to the Board not less than thirty (30) days before the meeting in which such nominations are to be voted upon. Those nominees shall be elected who receive the most votes, by secret ballot of the Trustees entitled to vote at the meeting. Trustees shall hold office until successors are elected and qualified. Members of the Board shall be natural persons of full age who need not be residents of the State of New Hampshire.

Section 3.5 Term of Office. To the extent possible, Trustee terms shall be organized into classes with a June start date, so that approximately one-third (1/3) of such terms shall expire each year.

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Trustees may serve two (2) consecutive three-year terms (a “full term”). Trustees will be eligible to serve a maximum two (2) additional three-year terms upon a renomination process. A Trustee who becomes ineligible for service on the Board because of the preceding sentence shall remain ineligible until the first anniversary of the date on which his or her last term expired.

Section 3.6 Resignation and Removal. Any Trustee may resign by providing a written resignation to the Committee on Trustees.

Any Trustee may be removed from office at a meeting of the Board, provided the basis for the proposed action is clearly enumerated by the CoT in writing to all members of the Board in advance of the meeting date. A quorum of Trustees entitled to vote must be present, and a two-thirds vote of all of the Trustees shall be necessary to remove a Trustee.

Subject to the review and consideration of the CoT, non-attendance by a Trustee of four (4) Board meetings may subject the Trustee to removal from the Board.

Section 3.7 Vacancies. Vacated Trustee positions, up to the maximum number thereof specified in Section 3, may be filled by the Board at any meeting after CoT review and report. Those such elected shall hold office for the balance of the unexpired term.

Section 3.8 Meetings

(a) Regular meetings. The Board of Trustees shall hold at least four regular meetings each year, at which they shall vote on the election of such Trustees and Officers as may be nominated, receive the reports of the Head of School (“HoS”), their various committees, and attend to such business as may come before the meetings.

Regular meetings shall be scheduled by the Chair at least seven (7) days in advance. Regular meetings shall be held at the School unless otherwise designated by the Chair.

(b) Special Meetings. Special meetings of the Board may be called by the Chair or the HoS acting with the Chair or by any three (3) trustees. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

(c) Executive Session. An Executive Session may be called by any two (2) trustees with Chair approval either post or prior to a regularly scheduled meeting. There will be at least one Executive Session held each year to review the HoS evaluation.

(d) Quorum, Meeting Changes and Manner of Action. A quorum for the transaction of business at any meeting of the Board shall be a majority of the voting Trustees. An act of the majority of the voting Trustees at the meeting at which there is a quorum present shall be the act of the Trustees unless otherwise expressly stated in these By-laws or required by applicable law.

If a quorum shall not be present at any meeting of the Board, then the Trustees may adjourn the meeting from time to time, until a quorum shall be present, without notice other than the announcement of the adjourned meeting date and time.

For purposes of quorum requirements and action by the Trustees, a Trustee shall be deemed present at a meeting, and may participate and vote, by any means of telephonic or electronic communication by which all Trustees participating may simultaneously hear each other during the meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting, if all the voting Trustees execute (by original signature, or facsimile, or electronic transmission thereof) written consents describing the action taken, and if such consents are filed with the Chair, such action being deemed effective when the last Trustee executes such a consent, unless the consent specifies a different effective date.

(e) Notice. Written notice of each regular and special meeting of the Board shall be delivered at least three days prior to the meeting in the manner specified in this section. Notice may be communicated in person, by email, or other form of wire or wireless communication or by mail or by private carrier. Notice is effective at the earlier of receipt or three (3) days after deposit in the U.S. mail. No business may be transacted at a special meeting which does not pertain to the purpose or purposes stated in the notice thereof.

(f) Invitations. Board meetings are usually closed; however, the Chair may invite any person or persons to attend and participate at any meeting or portion thereof with proper notice via the meeting agenda.

Section 3.9 Minutes. Records of the proceedings of each meeting of the Board of Trustees and Trustee committees shall be kept by the Secretary, or in the Secretary's absence, a Trustee of the Board designated by the Chair. Copies of records of such proceedings shall be distributed to each Trustee within thirty (30) days after the date of each meeting.

ARTICLE IV Officers and Committees

Section 4.1 Officers. A Chair of the Board of Trustees (the "Chair"), a Vice-Chair, a Secretary, and a Treasurer shall constitute the Officers of both the School and the Board. The Board may appoint such other Officers from among the Trustees as it may deem necessary or advisable to assist in the conduct and management of the School's affairs, and may define the powers and duties thereof, including delegating to any such Officer so appointed such rights and powers as the appointing body itself may possess; provided, however, that final authority and control shall remain in the appointing body.

Officers shall be elected by and from the Trustees and shall serve terms of one (1) year.

Section 4.2 Chair. The Chair works in partnership with the HoS to achieve the School's mission. The Chair shall preside at all meetings of the Board. The Chair shall appoint Trustees to chair all Standing committees, appoint such other committee members as deemed necessary or advisable, consistent with these By-laws, and serve as an ex-officio member of all standing committees.

The Chair shall make or cause to be made all notices, agendas, reports and recommendations necessary to inform and guide the Trustees of the Board. The Chair shall sign those papers and perform such other duties normally incident to the office or as may be directed by the Board from time to time.

Section 4.3 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in case of the Chair's absence, resignation, or inability to act. The Vice-Chair shall also perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 4.4 Secretary. The Secretary shall keep complete minutes of all meetings of the Board, including attendance; and shall sign such papers and perform other duties normally incident to the office or as may be directed by the Board. If the Secretary is unable to attend a meeting, a Secretary pro-tempore shall be appointed by the Chair to perform the Secretary's duties.

Section 4.5 Treasurer. The Treasurer shall interpret the School's financial information to the Board, raise financial issues for Board consideration, and lead the monitoring of budgeted income and expenses. The Treasurer may chair the finance committee and shall facilitate the development of policies and the budget.

Section 4.6 Resignation and Removal of Officers and Vacancies. Officers may resign by written notice sent to the Chair.

Vacancies may be filled by the Board at either a regular meeting, or a special meeting convened for that purpose, and those elected shall hold office until the end of the unexpired term.

Section 4.7 The Board may appoint such committees as it may deem necessary or advisable. Members of such appointed committees need not be Trustees. Standing committees are herein incorporated as Appendix A.

ARTICLE V Head of School

The HoS shall be appointed by the Board. Subject to the approval of the Board, the HoS shall have the following responsibilities and the authority to manage and direct the operations of the School, in accordance with the Mission and Vision Statements, including but not limited to the following:

- (i) The hire, evaluation and the dismissal of the professional staff and other employees of School;
- (ii) The arrangement of the course of study and guidelines for the conduct of extracurricular activities at the School;
- (iii) Control of the admission, conduct, and expulsion of students;
- (iv) The enacting and supervision of rules of student discipline;
- (v) The preparation of budgets for Trustee approval, and the incurring of expenses in accord with the approved budget;
- (vi) The governing of the use of School property in accordance with the Mission and Vision Statements;
- (vii) Marketing and public relations for the School in accordance with the Mission and Vision Statements;
- (viii) Assisting the Board with Fundraising;
- (ix) Submit a report to the Chair, as determined by the Chair, for presentation at Board meetings, as required or useful to it in the responsible discharge of its duties.

ARTICLE VI

The Indemnification of Trustees, Officers, Committee Members and Other Individuals Engaged in Volunteer Work for the School

Section 6.1 Right to Indemnification. The School may, to the extent legally permissible and only to the extent that the status of the School as an organization exempt under section 501(c) (3) of the Internal Revenue Code is not affected thereby, indemnify and reimburse out of the funds of the School any person (or the personal representative of any person) who at any time serves or shall have served as a Trustee, Officer or employee of the School, or who serves or shall have served at its request as a trustee, HoS, officer, or employee of another organization in which the School has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which such person may become subject by reason of such service, and against and for any and all expense necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which such person is made a party by reason of such service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the School.

In effecting such indemnity and reimbursement, the Board may enter into such agreements and direct the officers of the School to make such payment or payments and to take such other action (including employment of counsel to defend against such claims and liabilities)

as may in their judgment be reasonably necessary or advisable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

Section 6.2 Indemnification in Advance of Final Disposition of Action.

Indemnification to the persons specified in Section 1 may include payment by the School of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if such person shall be adjudicated not to be entitled to indemnification under this article or under the laws of the State of New Hampshire.

Section 6.3 Insurance. The School maintains insurance on behalf of any person who is or was a Trustee, Officer, employee or other agent of the School, or is or was serving at the request of the School as a trustee, HoS, officer, employee, or other agent of another organization in which the School has an interest, against any liability incurred by such person's capacity or status.

ARTICLE VII
Conflict of Interest

Section 7.1 Policy. The Board shall conduct its business in a manner that ensures Trustees' business judgment and decision making is not influenced by undue personal interests and in compliance with applicable conflict of interest laws and regulations. To that end, the Board shall adopt and follow a comprehensive conflict of interest policy.

ARTICLE VIII
Amendments to These By-Laws

Section 7.2 Notice of Amendment. These By-Laws may be amended by the Board only at a meeting and which clearly sets forth the proposed amendment(s).

Section 7.3 Approval of Amendment. Amendments to these By-Laws shall be voted upon separately, and a two-thirds vote of all the voting Members of the Board then in office shall be required to approve any proposed amendment.

Revised October 19, 2020

Loretta Laurenitis
Loretta Laurenitis (Oct 23, 2020 13:41 EDT)

Loretta Laurenitis, Secretary

Appendix A



Dear Trustee,

As a member of the Board of Trustees, you are in a position to make a significant contribution to The Well School, its students, and community. The success of the school depends on our collective commitment and thoughtful leadership. You and the other members of the board are trust holders of all that is important to the life of the school and, as such, need to be clear about your responsibilities.

As a testament of personal commitment to serve as a board member, we request that each trustee review and sign off on the following areas:

General Expectations

As a trustee I will:

- actively support and promote the school's mission, vision, strategic goals, and policy positions.
- become knowledgeable about the school's mission and goals, including its commitment to equity and justice, and represents them appropriately and accurately within the community.
- help set policies and focus on long-range and strategic issues and will not become involved directly in specific management, personnel, or curricular issues.
- take care to separate the interests of the school from the specific needs of a particular child or constituency.
- accept and support board decisions, understanding that once a decision has been made, the board speaks as one voice.
- keep all board deliberations confidential.
- actively serve on a committee or committees.
- guard against conflicts of interest, whether personal or business related.
- support the school and its head and demonstrate that support within the community.
- acknowledge, accept and respect that authority is vested in the board as a whole, and will therefore bring issues of importance to the head of school, or to the board chair, and will refrain from individually responding to such issues.

Appendix A



Meeting Expectations

As a trustee I will:

- stay fully informed about current operations and issues by attending meetings regularly, coming to meetings well prepared, and participating fully in all matters.
- acknowledge that, according to the bylaws, my position will be reviewed after three absences
- participate in board development training and retreats.

Fiduciary Expectations

As a trustee I will:

- in conjunction with the treasurer and finance committee, accept fiduciary responsibility to the school for sound financial management.

Fund-Raising Expectations

As a trustee I will:

- contribute to the development program of the school, including strategic planning for development, financial support, and active involvement in annual and capital giving.

Board Development Expectations

As a trustee I will:

- suggest possible nominees to the board that could make a significant contribution to the success of the organization.

My signature below indicates that I concur with and commit to the responsibilities outlined in this document.

(printed name)

(signature of Trustee)

(date)

Appendix B

Standing Board Committees

Committee on Trustees

Membership: Committee membership should consist exclusively of Trustees, with the Head of School participating *ex officio*. Often, the immediate past chair of the Board or other Officer knowledgeable about The Well School and nonprofit governance leads this committee. The Board Chair and their likely successor are also usually members.

Purpose: Succession planning and nomination/selection/orientation of new Board members (nominations may be submitted by non-Board members). Selection includes the proper vetting of candidates and submission of a report to the Board.

Development Committee

Fundraising sub-committee. Assumes the primary responsibility for raising non-grant funds to support The Well's mission. They're responsible for:

- Developing a realistic fundraising plan and communicating that and the related timeline to the Trustees, and HOS
- Requesting and assisting Trustees with completing essential, board-level fundraising tasks
- Organizing training, as needed, for the full board to support the realization of agreed upon fundraising goals
- Developing relationships and fostering a positive image of the School within the community

Alumni Relations sub-committee. Craft method and purpose to connect/reconnect with Alumni to update them on the status of The Well, and then invite them to participate in the future of The Well via time, talent and/or treasure.

Finance Committee

The Board as a whole is entrusted with the fiduciary responsibility to the school for sound financial management.