

BYLAWS OF THE MONTESSORI SOCIETY OF HUNTSVILLE

These Bylaws, in conjunction with the Articles of Incorporation of the Montessori Society of Huntsville, are the authority in defining how the activities of the Montessori Society of Huntsville will be conducted.

ARTICLE I. Name

The name of this organization shall be the Montessori Society of Huntsville (hereinafter referred to in these Bylaws as the Society), for which Articles of Incorporation are recorded in Book21, page 341 of records in the Office of Judge of Probate of Madison County, Alabama.

ARTICLE II. Mission

The Montessori School of Huntsville educates toddler through upper elementary children to help them realize their richest potential for learning, and to prepare them for a life of purpose, integrity, and academic accomplishments in the larger community. We develop independent learners, critical thinkers and tomorrow's leaders. We accomplish this through:

- Providing a curriculum that adheres to the principles established by Dr. Maria Montessori, informed by current thinking and research on child development and learning;
- Encouraging each child to grow to his or her fullest potential academically, emotionally, physically and socially;
- Presenting individualized instruction that inspires children to think, question, discover and to work to their full potential regardless of chronological age;
- Partnering with parents to ensure that appropriate challenges and support are provided to enable each student to prepare for the social and academic transitions he or she faces;
- Providing educational opportunities in music, art, physical education and foreign language for all students;
- Recognizing that personal growth involves responsibility toward others and toward the environment;
- Increasing our understanding of child development and sharing this understanding with parents and the broader community;
- Developing understanding and appreciation for the value of a Montessori education and the value of our school in the community.

ARTICLE III. Purpose

The purpose or purposes of this Society are as follows:

- (a) To establish and incorporate a non-profit Montessori Society for the benefit of all people in Huntsville and Madison County, Alabama who are interested in the Montessori method of instruction;

(b) To own, operate, manage, and conduct a school or schools to teach the Montessori method to school age and preschool age children;

(c) To maintain and apply the standards and principles established by Dr. Maria Montessori during her distinguished career in education and vocational guidance work; and

(d) To receive and administer funds for the aforesaid purposes and for no other purpose (as fully described in the Articles of Incorporation).

ARTICLE IV. Non-Discriminatory Policy

This Society shall neither endorse nor condemn individuals, organizations, actions, or devices; neither shall it affiliate itself with, help, or hinder political, labor, trade, or sales organizations; nor shall it discriminate on the basis of race, creed, ethnicity, color, gender, sexual orientation, or national origin.

ARTICLE V. Membership

Society members are responsible for electing the members of the Board of Directors and for voting any changes in these Bylaws concerning election of any member of the Board of Directors.

ARTICLE VI. Finances

Section 1. Society Income

The Society shall be supported by tuition, fees, donations, grants, and other funds received through fundraising activities or projects.

Section 2. Expenditures

The budgets of the Society shall be approved by the Board of Directors. No person, acting alone, shall incur financial obligations that are not budgeted except as otherwise specified within these Bylaws.

Section 3. Fiscal Year

The fiscal year shall begin on June 1 in each calendar year and shall end on May 31 of the following calendar year.

ARTICLE VII. Meetings of Society Members

Section 1. General Membership in Meetings

Two general membership meetings will be held during the school year: one to be held during the fall semester and one to be held during the spring semester. Election of Board Members

will take place at the spring semester meeting. The dates of these meetings will be left to the discretion of the Board.

Section 2. Special Meetings of Society Members

Special meetings of Society members will be called when considered necessary by the Board of Directors or when petitioned in writing by one-third of the Society members.

Section 3. Notice of Membership Meetings

Proper notice of at least fourteen (14) calendar days will be provided to all Society members prior to all membership meetings. Any such notice shall clearly state the agenda, time, date, and location of the meeting.

Section 4. Quorum of Members

Whatever number of Society members in good standing and who are present at any meeting for which proper notice has been provided shall constitute a quorum for the meeting.

Section 5. Voting

Society members may cast one (1) vote for each child enrolled or accepted, and in good standing at a school operated by the Society. On a yes-no vote, a majority of the quorum is required to carry a ballot. Proxy voting shall not be permitted. Any action taken at any meeting of the Society members for which proper notice has been provided shall be the act of the entire membership and shall be binding on the Society.

ARTICLE VIII. Board of Directors

Section 1. General

(a) The governance of the Society, the direction and management of its work, and the control of its property shall be vested in a Board of Directors of six (6) members: the Head of School and five (5) Directors which shall be elected by Society members. The Board of Directors shall be responsible for the operation of all schools within the Society including responsibility for all decisions and actions not specified by these Bylaws as the responsibility of others. (The day-to-day operation of the Montessori School of Huntsville is the assigned responsibility of the Head of School, as specified in Article XII of these Bylaws. Directors should not be directly involved in the day-to-day operations of the School.)

(b) The Society members shall elect four (4) of the eleven members of the Board of Directors into the following executive offices: Chairman, Vice Chairman, Secretary, and Treasurer.

(c) The Head of School shall be a non-voting ex officio member of the Board of Directors.

(d) A minimum of sixty percent (60%) of the members of the Board of Directors shall be Society members.

(e) Board members shall receive no monetary compensation for Board service.

Section 2. Term of Office

(a) Board members shall serve three-year terms. Terms are staggered such that each year two-thirds of the members of the Board remain and one-third of the members are elected. The offices of Chairman, Treasurer, and two (2) board members (i.e. Board Members 1 & 2) shall be elected at the spring semester Society meeting in “Year 1.” The office of Vice Chairman and two (2) board members (i.e. Board Members 3 & 4) shall be elected at the next spring semester Society meeting in “Year 2.” The office of Secretary and two (2) board members (i.e. Board Members 5 & 6) shall be elected at the following spring semester Society meeting in “Year 3.” These Board membership terms shall continue to rotate on this triennial cycle in perpetuity. There is no limit to the number of years a Board member may serve. However, Board members are limited to serving no more than two consecutive terms in the same executive office.

(b) Newly elected Board members shall take their positions on the Board at the first Board meeting in May following their election. Former and new Board members will meet jointly to transfer information prior to the May meeting of the Board of Directors.

(c) In the event a Board member resigns, is removed, or is unable to complete their term, the Board shall have the duty to appoint a new member to fill the vacancy within a period of no more than three (3) months. When a vacancy occurs, the Executive Committee shall recommend potential candidates for filling said vacancy. Based on the recommendation of the Executive Committee, the “NEW” Board member shall be selected for appointment by a majority vote of a quorum of the Board. The newly appointed Board member shall serve the remaining term of the vacated position. Serving the remainder of a term shall not count against a board member’s right to serve two consecutive terms in the same executive office.

Section 3. Nomination

(a) A Nominating Committee of three (3) members and one (1) alternate will be elected by the Society members during the the fall semester Society meeting. The Nominating Committee shall elect a committee Chairman at its first meeting.

(b) Additional nominations for members of the Board of Directors may be made by any Society member at the spring semester Society meeting.

(c) The Chairman of the Nominating Committee shall notify all Society members of the nominations in writing at least fourteen (14) calendar days prior to the spring semester Society meeting. The Chairman of the Nominating Committee shall present the nominees at the spring semester Society meeting and conduct the election.

Section 4. Election

Board members shall be elected by the Society membership at the spring semester Society meeting.

Section 5. Attendance and Participation

(a) It is expected that any person who accepts election to Board service shall participate actively in the work of the Board. Board members are expected to serve on at least one (1) committee and to maintain regular attendance at committee and Board meetings. Those Board members who fail to attend three (3) consecutive regular Board meetings will be assumed to have

resigned and will be removed from the Board. The action of removal shall be documented in the Minutes.

(b) Attendance of all Board members is expected at: all Board meetings, the fall semester Society meeting, the spring semester Society meeting, the parents' orientation meeting in August, open houses, graduation ceremonies, and other appropriate school activities as requested by the Chairman.

Section 6. Vacancies

Any position on the Board of Directors, which becomes vacant for any reason prior to the end of the Board member's term of office, shall be filled by appointment by the Board for the remaining portion of the term of office.

Section 7. Meetings of the Board of Directors

(a) The Board of Directors will meet at least bimonthly. Meetings will be held when called by the Chairman or when requested by three (3) Board members. The agenda, time, date, and location for each meeting of the Board of Directors shall be posted on the community bulletin board in each school facility at least seven (7) calendar days prior to the meeting.

(b) Meetings are normally open to Society members and employees. Society members and employees desiring time on the agenda should notify the Board Chairman at least eight (8) calendar days in advance of the meeting as to the purpose and nature of the item to be discussed before the Board.

(c) The Board of Directors has the prerogative to conduct closed meetings at their discretion.

(d) The Board will keep minutes of its meetings that will include at least: the agenda for the meeting, the attendance at each meeting, motions made and passed, policies approved, and significant discussion. Once approved by a majority of the Board, the minutes shall be signed and dated by the Secretary.

(e) The approved Minutes of all open meetings of the Board of Directors shall be posted on the community bulletin board in each school facility.

Section 8. Quorum

Six (6) Board members including at least two (2) officers are required for a quorum.

Section 9. Voting

(a) Each Board member shall have one (1) vote. Board members must be present, defined as physically present or participating by telephone or equivalent multimedia conference call subject to Article VIII. Board of Directors Section 11 Telephone Conferencing, in order to vote. A majority vote of those present shall be required to conduct the business of the meeting unless specified otherwise in these Bylaws.

(b) The Board of Directors shall not act upon any matter of substance that has not been scheduled for action in the agenda, except in the instance of a bona fide emergency requiring immediate action. The Chairman defines an emergency.

(c) All motions and the result (i.e., number “yes,” “no,” and “abstention” votes) shall be recorded in the Minutes.

Section 10. Advisory Board

An Advisory Board may be formed to provide a source of professional advice and information as needed. There are no regular meetings of the Advisory Board. A meeting of the Advisory Board may be called by a majority vote of the Executive Committee. Any employee of the Society may serve on the Advisory Board as well as other persons from the community whose skills are deemed appropriate.

Section 11. Telephone Conferencing

Any member or members of the Board of Directors may participate by telephone conference call in a regular or special meeting of the Board, including any closed session conducted therein, subject to the following:

1. The Board member(s) must notify the recording secretary or Chairman before the meeting unless advance notice is impractical.
2. The absent Board member(s) may participate in the meeting by telephone or equivalent multimedia conference call only if the meeting place is sufficiently equipped to allow the telephone call to be broadcast over a speaker phone or other similar device capable of allowing the absent Board member(s) to hear, and be heard by, the remaining Board members and members of the Society present at such meetings, and to participate fully in such a meeting.
3. The absent Board member(s) may participate in the closed session portion of a meeting by telephone or equivalent multimedia conference call to be broadcast over a speaker phone or other similar device capable of allowing the absent Board member(s) to hear, and be heard by, the remaining Board members and other persons present during the closed session portion of the meeting. Any final action taken by telephone conference call in open session following the closed session portion of the meeting will be broadcast by speaker phone or similar device capable of allowing the absent member(s) to hear, and be heard by, the remaining Board members and members of the Society present at such meetings.
4. Any board member(s) who participates in a meeting by telephone or multimedia conference call will be permitted to consider, discuss, and vote upon any matter properly before the Board in the same fashion and with the same effect as if such member(s) were physically present at the meeting.

The minutes of any regular or special meeting of the Board of Directors in which any member of the Board participates by telephone or multimedia conference call, and the minutes of any closed session conducted therein, will reflect the fact that such member participated by telephone or multimedia conference call and was not physically present during such meeting.

ARTICLE IX. Executive Committee

Section 1. Definition

There shall be an Executive Committee consisting of the four (4) officers of the Board of Directors and a non-voting ex officio member, the Head of School.

Section 2. Authority

(a) The Executive Committee transacts routing business between meetings of the Board and acts in emergencies. The Board Chairman will chair the Executive Committee. Minutes of the meetings of the Executive Committee shall include all decisions and activities and shall be submitted to the Board of Directors at its next regularly scheduled meeting.

(b) The Executive Committee shall not establish Society policy; shall not hire or terminate the service of any employee, except as expressly provided below in Article IX, Section 3 of these Bylaws; shall not make any change in the budget previously approved by the Board of Directors; and shall not approve the expenditure of substantial sums of money not provided for in the approved budget.

Section 3. Acting in an Emergency

(a) The Executive Committee may act in any bona fide emergency during the program year when a decision must be made that cannot wait until the full Board can be assembled. The Chairman defines an emergency.

(b) The Executive Committee shall have the authority to terminate the Head of School in the case of an emergency. A unanimous vote by the Executive Committee is required to terminate the Head of School. In the event the Executive Committee cannot meet in full or a unanimous vote cannot be reached, the Chairman has the authority to suspend the Head of School and commence an investigation into the Head of School's performance, which shall be reported to the Board for action. The Chairman defines an emergency.

ARTICLE X. Duties of Officers

Section 1. General

(a) The Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority specified in Article XIII of these Bylaws.

(b) All Officers are members of the Executive Committee as described in Article IX of these Bylaws.

Section 2. Chairman

Duties specific to the office of Chairman include the following:

(a) Function as President of the Corporation;

(b) Appoint chairman of all committees except the Nominating Committee;

- (c) Act as presiding officer of all meetings of the Board of Directors and the Executive Committee;
 - (d) Prepare an agenda prior to each called meeting of all general membership, Board, and Executive Committee meetings;
 - (e) Call Board meetings or special Board meetings when circumstances dictate or when three (3) board members so request;
 - (f) Establish special committees as required, define their charters and Chairmen (with Board approval);
 - (g) Organize and preside over special and general membership meetings;
 - (h) Authorized to sign contracts and bank checks for the Society;
 - (i) Be responsible to the Board for supervision of the Head of School in fulfilling his/her job duties;
- and
- (j) Write year-end report on the Board's major policy decisions, actions and activities and distribute to Society members.

Section 3. Vice Chairman

Duties specific to the office of Vice Chairman include the following:

- (a) Perform the duties of the Chairman in the absence or inability of the Chairman to discharge the duties of the office and perform such other duties as the Board may from time to time determine;
- (b) Function as the Vice-President of the Corporation; and
- (c) Shall succeed to the office of the Chairman to complete that term in the event of a mid-term resignation of the Chairman.

Section 4. Secretary

Duties specific to the office of Secretary include the following:

- (a) Function as the Secretary of the Corporation;
- (b) Notify Board of Directors and Society membership of meetings;
- (c) Act as recording officer for all Society membership meetings, Board of Director meetings, and Executive Committee meetings;
- (d) Provide proper notice of all called meetings and other meetings when necessary; and
- (e) Be responsible for the distribution, posting, filing, and the safekeeping of all official documents of the Society, such as agendas, minutes, revised minutes, treasurer's reports, budget reports, Bylaws, policies and any additional records as directed by the Chairman.

Section 5. Treasurer

Duties specific to the office of Treasurer include the following:

- (a) Function as the Treasurer of the Corporation;
- (b) Manage and administer financial matters of the Society to include receipt, safekeeping, and disbursement of funds;
- (c) Manage employee policies. Submits to Board for approval.
- (d) Manage employee wage ranges and benefits programs. Submits to the Board for approval;
- (e) Chairs the Finance Committee;

- (f) Prepares the annual budget. Submits to the Board for approval;
- (g) Prepares and submits monthly financial statements to the Board;
- (h) Prepares and submits an annual financial report to the Society members;
- (i) Authorized to sign contracts and bank checks for Society; and
- (j) Acts as custodian of all financial records.

ARTICLE XI. Committees

Section 1. Standing Committees

(a) In addition to aforementioned Executive Committee and Nominating Committee, the Society shall have the following Standing Committees: Finance, Buildings & Grounds, Fundraising, Long-Range Planning, Parent-Teacher, and Communications. The Board Chairman, with the approval of the Board members, may assign duties to any Standing Committee in addition to those described by the Bylaws.

(b) Each Standing Committee chairman (normally a Board Director) shall be appointed by the Board Chairman and confirmed by vote of the Board. The Treasurer shall chair the Finance Committee.

Section 2. Special Committees

(a) The Board Chairman, with the approval of the Board of Directors, may create Special Committees (or “task forces”) that from time to time may be deemed necessary. Responsibilities and missions for each Special Committee will be determined by the Board Chairman and approved by the Board at the time the committee is appointed.

(b) The Board Chairman will appoint the Chairman of each Special Committee. The number of members and appointments for each Special Committee shall be determined by that Committee Chairman.

Section 3. Committee Meetings

All committees shall meet as often as is necessary and on whatever schedule best suits their purposes.

Section 4. Duties pertaining to all Committee Chairmen are as follows:

- (a) Maintain an information file with the year’s activities to pass on to the next Committee Chairman;
- (b) Maintain written minutes for each committee meeting; and
- (c) Submit a written committee report to the Board Chairman at least one (1) week prior to each regularly scheduled Board meeting.

Section 5. Standing Committee Responsibilities

(a) Buildings & Grounds Committee

The Buildings & Grounds Committee shall have the overall responsibility for the grounds, buildings and equipment owned or leased by the Society to provide a safe and attractive learning environment. They shall provide for and supervise the upkeep, repairs and minor

capital improvements, which may be authorized. They shall prepare and recommend an annual budget to the Finance Committee.

(b) Fundraising Committee

The Fundraising Committee shall be responsible for a community-wide signature event, Annual Fund, and Retail Fundraising Programs. In addition, this committee is responsible for developing fundraising ideas, conducting feasibility studies of those ideas, making fundraising recommendations to the Board, appointing chairmen for each fundraising event, and implementing the fundraisers.

(c) Long Range Planning Committee

The Long Range Planning Committee shall advise the Board of Directors on all matters concerning the planning of the Society's academic, physical, and operational development. They shall lead the development and maintenance of the Society's Long Range Plan, which shall address the objectives, strategies, resources and time phasing.

(d) Finance Committee

The Finance Committee shall assist the Treasurer in the performance of the financial management responsibilities of the Society (as specified in Article X, Section 5). The Finance Committee shall consist of the Treasurer, who shall act as chair, and other members as may be appointed by the Treasurer.

(e) Communications Committee

The Communications Committee is responsible for informing the public about the Montessori School of Huntsville and for stimulating participation and interest in its programs and services.

(f) Parent-Teacher Committee

The Parent-Teacher Committee is responsible for planning and hosting school-wide events, supporting relations and communication between the parents and staff, and creating a sense of community within families at the school.

ARTICLE XII. Head of School

Section 1. General

The Board of Directors shall employ a Head of School. The Head of School will be hired or terminated by a majority vote of a quorum of the Board, except in cases of emergency, as set forth in Article IX, Section 3 of these Bylaws. The Chairman shall, in the event of a temporary vacancy of the Head of School position, accept or appoint the position of Interim Head of School until a permanent replacement is hired.

Section 2. Responsibilities

(a) The Head of School shall be responsible for the day-to-day operations of all schools run by the Society. The Board of Directors shall provide a job description for the Head of School and

shall review this job description annually. The Head of School shall report to the Board Chairman. The Board Chairman will supervise the Head of School in his/her job on behalf of the Board of Directors.

(b) The Head of School is the direct supervisor of all other employees of the Society. The Head of School shall, as necessary: hire, supervise, evaluate and terminate any and all other employees as provided for in the Society's approved operating budget, within the scope of specific policies as approved by the Board of Directors, and as detailed in the Job Description as specified above.

Section 3. Annual Review

The Executive Committee shall complete at least an annual Performance Review each December for the Head of School based on the current job description. The Chairman may request input from the balance of the Board of Directors. The Board Chairman will represent the Executive Committee by conducting the Performance Review with the Head of School. The chairman will report the results of the Performance Review to the Board at its next regularly scheduled meeting.

ARTICLE XIII. Parliamentary Authority

The latest version of Robert's Rules of Order, Newly Revised, shall govern all deliberations and proceedings of the Society where not otherwise specifically addressed in these Bylaws.

ARTICLE XIV. Amendments

Section 1. General

These Bylaws may be altered, amended, or repealed by the Board of Directors except that changes concerning the election of the Board of Directors or salary paid to any Director can be made only by the General Membership as described in Article V, Section 2. Furthermore, the Directors shall add no amendment nor make any revisions to these Bylaws that has the effect of disenfranchising the members of the society.

Section 2. Procedures

(a) A proposal for a Bylaws amendment may be made by any Board member at any regular meeting of the Board of Directors.

(b) Upon approval by Board, the proposed amendment shall be brought to the attention of the Society membership either by mail or by publishing it in the School newsletter at least fourteen (14) calendar days prior to the next Board meeting. This notification shall include a statement that the proposed Bylaws amendment shall be voted upon at the next regular meeting of the Board of Directors. Comments from Society members shall be invited.

(c) Once the above requirements have been met, a two-thirds (2/3) vote of the quorum at a regular meeting of the Board of Directors is required to approve any amendment to these Bylaws.

ARTICLE XV. Policies of the Board

The Board of Directors may establish policies necessary for the operation and function of the Society and any of its schools. Board policies may not conflict with these Bylaws. Board policies shall be binding until their rescission or amendment by the Board of Directors. Board policies shall be a matter of record and maintained on file with the Bylaws of the Society.

ARTICLE XVI. Enactment

These Bylaws were enacted by vote of the Board of Directors at its meeting on the 21st day of October, 2003. These Bylaws were revised by a vote of the Board of Directors on the 5th day of December, 2007. These Bylaws were further revised by a vote of the Board of Directors on the 21st day of October, 2010. These Bylaws were further revised by a vote of the Board of Directors on the 22nd day of March, 2012. These Bylaws were further revised by a vote of the Society on the 20th day of April, 2013. These Bylaws were further revised by a vote of the Society on the 17th day of September, 2013.

s/ Troy Moore
Chairman