

BYLAWS
BLOOMINGTON MONTESSORI ASSOCIATION, INC.
December 2021

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ARTICLE I IDENTIFICATION

Section 1 – Name

The name of the Corporation shall be Bloomington Montessori Association, Inc., hereinafter referred to as “the Corporation.” **

Section 2 – Principal Office

The principal office of the Corporation shall be at 1835 South Highland Ave. Bloomington, Indiana 47401.

Section 3 – Fiscal Year

The fiscal year of the Corporation shall commence on the first day of August and end at the close of business on the 31st of July next succeeding. *

Section 4-Purposes

The purposes for which the Corporation is organized are exclusively charitable, religious, literary, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

Mission Statement:

The mission of Bloomington Montessori is to guide students from self-discovery to global citizenship through Montessori education.

ARTICLE II DEFINITIONS

“**Head of School**” shall mean the employee in charge of taking care of all administrative matters relating to the operation of the Bloomington Montessori School as further defined in Article VI.

“**Bloomington Montessori School**” or “**BMS**” means the Montessori school operated by the Corporation.

“**Child**” means a minor enrolled in, and attending, the Bloomington Montessori School.

“**Executive Committee**” is defined in Article V.1.

“**Family**” means, collectively, the Parent(s)/Guardian(s) and their Child(ren).

“**Fiscal Year**” is defined in Article I.3.

“**Parent/Guardian**” or “**Parents/Guardians**” means the person(s) **with sole or joint custody** of a Child.

ARTICLE III -MEETINGS

Section 1 – Annual Board Meeting

The Annual Board Meeting shall take place in May.

The Annual Board Meeting will include the announcement of the election of members to the Board of Directors.

Following the Annual Board Meeting, an annual report of school business will be sent to Families.

Section 2 – Special Meetings

a Special meetings may be called by the President or by a majority of the Board of Directors. Families who wish to request a Special Meeting may do so in writing to the President.

b The President shall be required to deliver notice to all Families in writing one week before the meeting date. The purpose(s) for which the special meeting is called must be stated on the notice. *** Only the purpose(s) listed in the notice of the special meeting may be acted upon. *

Section 3 - Regular Meetings

The Board of Directors shall meet once every month (during the academic term), on a schedule published each spring as part of the school calendar, optimally on the second (2nd) Tuesday of each month at 6:00pm for the transaction of any and all business. No notice shall be required for the monthly meeting.

The minutes of every Board meeting shall be posted to the school website no later than twenty-one days after they are approved. In addition, a copy of the agenda for the next monthly meeting shall be sent at least one week prior to the meeting. *

The Board of Directors may not vote on any item of New Business if two (2) or more directors object to such voting. When there is such objection, the items objected to may be voted upon at the next meeting of the Board. *

Quorum

At any meeting of the Board of Directors, the presence of a simple majority of the Directors of the Board elected and qualified shall constitute a quorum for the transaction of any business except the filling of vacancies in the Board of Directors when a majority of the remaining directors shall constitute a quorum.*

Order of Business

The order of business at all meetings of the Board of Directors may include but not be limited to the following: *

- 1 Roll Call
- 2 Introduction of any visitors or non-Board members in attendance
- 3 Call for subjects that are not listed on the agenda
- 4 Presentation of the minutes of the preceding meeting and action thereon
- 5 Reports of staff
- 6 Reports of officers
- 7 Reports of committees
- 8 Issues for discussion
- 9 Issues for decision

The Board may consider any item out of turn if it so decides. *

Section 4-Executive Sessions

Executive Sessions of the Board of Directors may be held upon the call of the President or of four (4) or more Directors of the Board of Directors. Meetings must take place in Monroe County, Indiana. Specific information must be given to every Director personally or via telephone, mail, or email. Voting in such meetings is contingent on a quorum and may be done in person or electronically.

Section 5-Place

All meetings shall be held within the State of Indiana at the principal office of the Corporation or at such other place within Monroe County that the Board of Directors may choose. Special meetings other than those called by the Board of Directors shall be held at the principal office. **

Section 6 – Manner of Conducting

All meetings shall be conducted in an orderly fashion and in accordance with Robert's Rules of Order Revised as reasonably construed in view of the purposes and character of the Corporation except as may be provided otherwise in these Bylaws. *

Voting shall be by majority rule of Board of Directors present except as may be provided otherwise in these bylaws. The president shall exercise his or her voting right only when his or her vote would affect the outcome, in which case he or she, at his or her discretion, can either vote and thereby change the result, or he or she can abstain.

All voting by the Board of Directors must be done in person or by Director email accounts when necessary. Any Director, or of any committee member designated by the Board of Directors, may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

ARTICLE IV BOARD OF DIRECTORS

Section 1 – Number

The Board of Directors shall consist of at least 7 and no more than 11 individuals, which includes the offices of President, Vice President, Treasurer, and Secretary as well as additional Members at Large.

Section 2 – Term

The term of each director shall be one (1) year and until his or her successor shall have been duly elected and qualified. **

Section 3 – Qualifications and Tenure

Directors shall be elected annually by the Families and shall be elected for a term of one year. Each Director shall hold office until his or her successor has been duly elected or until his or her death or until he or she shall resign or shall be removed. Each Director may serve for an unlimited number of terms. At least 60% of Directors must be Parents/Guardians of children currently attending Bloomington Montessori.

More than one family member may serve on the Board as a Director in the same academic year, as long as the majority of Board members are not considered immediate family members.

Director members should be a minimum of 18 years of age at the start of the academic school year in which they will serve.

Any paid employee of the Bloomington Montessori School cannot be a voting member of the Board of Directors. Any immediate family of a paid employee of the Bloomington Montessori School cannot be a voting member of the Board of Directors. For this policy, “Immediate Family” is defined as an employee’s:

Spouse/domestic partner; children by blood, adoption or marriage; siblings; parents; corresponding in-law, “step” relation or any member of the employee’s household.

If a Director is absent from two (2) consecutive monthly Board meetings, or has committed misconduct, then he or she shall be subject to removal by a majority vote of the Board of Directors. The vacancy so created shall be filled as provided in Section 4 below.

Section 4 – Vacancies

In case of any vacancy on the Board of Directors through death, resignation, removal or other cause, the remaining Directors by the affirmative vote of a majority thereof may elect a successor to fill such vacancy until the next Board election and until his or her successor is elected and qualified.***

Section 5 – Duties

The corporate power of the Corporation shall be vested in the Board of Directors, who shall have the management and control of the business of the Corporation.*** By way of example, their powers and duties shall include, but not be limited to, the following:

- a Hiring, evaluating, and firing the Head of School. *
- b Create and abolish committees as they deem necessary. *
- c Prepare and adopt an annual budget prior to the Annual Board Meeting. *
- d Approve and adopt the policies of the Bloomington Montessori School and establish regulations for its operation. *
- e Set tuition fees for the Bloomington Montessori School. *
- f Carry out financial oversight by authorizing expenses over two thousand dollars (\$2000) outside of the budget, reviewing and approving contracts/lease agreements, and reviewing monthly financial reports.
- g Appoint officers of the Corporation.
- h Appoint a parliamentarian if desired. *
- i Supervise and evaluate the performance of staff appointed by the Board of Directors. *

Section 6 – Resignation

A director may resign at any time by filing his or her written resignation with the Secretary. *

Section 7 – Roles and Responsibilities

Qualifications

All officers of the Corporation must be on the Board of Directors of the Corporation. Any nominee for the President of the Board of Directors must have served at least one year on the Board. *

Officers

Officers include the President, Vice President, Secretary and Treasurer. The Board of Directors by resolution may create and define the duties of other officers in the Corporation. *** Election or appointment of an officer shall not of itself create contract rights. ***

The President, and in his or her absence the Vice-President, and in their absence any Director chosen by the Directors present shall call meetings of the Board of Directors to order, and shall act as chairperson of such meetings. In the absence of the Secretary of the Board of Directors, the presiding officer may appoint any Director to act as secretary of the meeting. *

Neither the Directors nor officers shall incur any personal liability to the Corporation for any action properly taken under a provision of the Bylaws. **

a President

The President shall preside at all meetings of the Board, including the Annual Board Meeting, discharge all the duties which devolve upon a presiding officer, and perform such other duties as this code of bylaws provides or the Board of Directors may from time to time prescribe. In addition, the President shall have the following specific duties and responsibilities: *

- 1 Be authorized to write checks, make deposits, and to transact the financial business of the Corporation in the absence of the Treasurer. *
- 2 Be authorized to access the safety deposit box of the Corporation. *
- 3 In conjunction with the Head of School, prepare the agenda for all meetings of the Board of Directors. *
- 4 Appoint members and Directors to all committees. *
- 5 Appoint the chairperson of all committees unless otherwise provided in these bylaws. *
- 6 Be empowered to spend funds of the Corporation without prior approval of the Board of Directors whenever in the President's judgment such expenditure is necessary and it is impractical to convene a meeting of the Board in order to obtain approval. Such expenditure shall not exceed two thousand dollars (\$2,000) on any one occasion and must be reported at the subsequent Board Meeting. *

b. Vice President

The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as these Bylaws may require or the Board of Directors may prescribe. In addition, the Vice President shall have the following specific duties and responsibilities: *

- 1 Be chairperson of the Nominating Committee. *
- 2 Follow-up on tabled or unfinished business and on other items that need to be brought to the Board's attention at a later date. *
- 3 Be empowered to spend funds of the Corporation without prior approval of the Board of Directors if in the Vice President's judgment such expenditure is necessary and it is impractical to convene a meeting of the Board in order to obtain approval. Such expenditure shall not exceed two thousand dollars (\$2,000) on any one occasion and must be reported at the subsequent Board Meeting. *

c. Treasurer

In addition to the duties and responsibilities that these Bylaws may prescribe or that the Board of Directors may from time to time require, the Treasurer shall have the following duties and responsibilities: *

- 1 Serve on or liaison with the Development Committee annually.
- 2 Coordinate the action and communication between the Board, Head of School, and Accountant to ensure the financial interests of the Corporation are served to the best advantage of the Corporation. *
- 3 Always ensure the keeping of correct and complete records of accounts showing accurately the financial condition of the Corporation. *
- 4 Be the legal custodian of all monies, notes, securities, and other valuables which may from time to time come into the possession of the Corporation. *
- 5 Verify the timely deposit of all funds of the Corporation in a reputable bank or other depository to be designated by the Board of Directors and keep such bank accounts in the name of the Corporation.*
- 6 Acquire in the name of the Corporation and have access to a safety deposit box in a reputable bank or other depository to be designated by the Board of Directors. *
- 7 Furnish at monthly meetings of the Board of Directors or whenever requested by the President a statement of Receipts and Disbursements and provide to the Board of Directors a Balance Sheet at least quarterly. *
- 8 Ensure the timely filing of all reports required by the Indiana Department of Revenue, the Indiana Secretary of State's office and any other reports required by law.
- 9 The Treasurer shall assure that a list is maintained of all such required reports showing the filing deadlines and the list shall be updated at least yearly. *

10 Be empowered to spend funds of the Corporation without the approval of the Board of Directors whenever in the Treasurer's judgment such expenditure is necessary and it is impractical to convene a meeting of the Board in order to obtain approval. Such expenditure shall not exceed two thousand dollars (\$2,000) on any one occasion and must be reported at the subsequent Board Meeting. *

11 Ensure that Corporate bills are paid on time and that paychecks are distributed as guaranteed in contracts. *

d. Secretary

In addition to the duties and responsibilities that these Bylaws may prescribe or that the Board of Directors may from time to time require, the Secretary shall have the following duties and responsibilities: *

1 Attend all meetings of the Board of Directors and keep, or cause to be kept, a true and complete record of the proceedings of such meetings including Closed Sessions of the Board. Such minutes shall be posted in an accessible format as soon as possible or as otherwise specified in these Bylaws. *

2 Perform the duties described in Section IV.8.d(1) for Executive Committee, Governance Committee as well as archive all other standing committees notes when required by the Board.*

3 Assist the Directors and Head of School in the preparation of past minutes or other archived documents as necessary.

4 Authenticate the records of the Corporation.

e. Members at Large

In addition to the duties and responsibilities that these Bylaws may prescribe or that the Board of Directors may from time to time require, the Members at Large to have the following duties and responsibilities: *

1 Attend Committee meetings, as appointed.

2 Bring expertise to help support and grow the organization.

Section 8 – Delegation of Authority

In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or director on a temporary basis provided a majority of the entire Board concurs therein.*

Section 9 – Loans and Contracts with Officers or Directors

The Corporation shall make no loan of money or property or any advance on account of services to be performed in the future to, nor guarantee the obligations of, any officer or director of the Corporation; the Corporation may, however, enter into lease agreements or contracts with Directors if the Board of

Directors so decide. At the relevant Board of Directors meeting, the Director with whom the Corporation contemplates such lease agreement or contract shall refrain from participating in or influencing any related decision. ***

ARTICLE V COMMITTEES

Section 1 – Standing Committees

The following shall be a complete list of all the standing committees of this Corporation. Additional standing committees may be created by the Board of Directors by amending this section of the Bylaws.

*

Executive Committee

The Executive Committee shall consist of the President, Treasurer, Secretary and at least one Member at Large. The Executive Committee serves as a communication channel between the Board and BMS management. The Executive Committee is responsible for the oversight of matters that present a material, financial or legal risk to BMS, the evaluation process for the Head of School/Assistant Head of School and the support and professional development of the Head of School.

The work of the Executive Committee encompasses the following five areas.

- a Policy Work: Performing policy work by taking actions on policies that affect the work of the committee or when directed to do so by the full Board.
- b Liaison to the Head of School: Provide counsel, feedback, and support to the Head of School. Facilitate the annual assessment of the Head of School/Assistant Head of School including a review of compensation and benefits.
- c Assist in developing a strategic plan: Initiate the Board's involvement in establishing a strategic direction and the development of a strategic plan.
- d Conduct search for key personnel (as needed): Assume the lead in the search for key personnel and seek approval from the Board on hiring decisions.
- e Handle urgent issues: Work to resolve emergency or organizational crises that pose material organizational, financial, or legal risks. For example, unexpected loss of key personnel.

Finance Committee

The Finance Committee shall consist of the Treasurer (Chair), President, ideally one Member at Large with finance or business experience, and the Head of School.

The finance committee is responsible for ensuring that BMS is in good fiscal health by overseeing expenditures and providing the Board with information and recommendations on the annual budget, projections for the future, overseeing of the review/compilation/audit and recommending fiscal policies to the Board.

The work of the finance committee should encompass the following six areas.

- a Ensure that accurate and complete financial records are maintained: Monitor income and expenditures through projections. Review and recommend financial policies to the Board.
- b Ensure accurate, timely and meaningful financial statements are prepared and presented to the Board: Present monthly and annual financial statements to the Board.
- c Oversee the budget preparation and financial planning process: The budget should reflect organizational goals and the Board's policies and strategic plan. Ensure that the budget accurately reflects the needs, expenses, and revenue of BMS.
- d Safeguard the organization's assets: Review proposed new funding or expenditures for financial implications.
- e Help the Board to understand the organization's financial affairs: Ensure the Board is well informed of the organization's finances and educate the Board about financial matters.
- f Ensure Compliance with Federal, State and Other Requirements related to the Organization's Finances: Ensure that BMS has adequate insurance coverage. Work with the CPA and other service providers to ensure IRS Form 990, other forms, and employment or other taxes are filed completely, correctly and on time.

Development Committee

This committee shall consist of at least five (5) members including one member of the Finance Committee, one member of the Governance Committee, one at-large Board member, one Administrative staff member, and one non-Board parent. Other individuals may be invited to participate as interest and needs warrant. The committee may also call temporary sub-committees for the facilitation of specific events and campaigns. The duties of the Development Committee are:

- a. To coordinate the school's fundraising efforts in collaboration with staff and the full Board, including the annual campaign, any capital or endowment campaigns, maintenance of donor lists, engagement with donors, and acknowledgment of donors;
- b. To advise the Board on the financial goals of the annual campaign, as well as any capital campaigns or endowment campaigns;
- c. To develop and review campaign materials;
- d. To facilitate the inclusion of all Board members and other volunteers in development activities, including development education and trainings; and
- e. To execute, monitor, and evaluate development plans for progress toward financial goals, cost-effectiveness, compliance with legal and ethical standards, and alignment with strategic planning.

Governance Committee

The Governance Committee shall consist of the Vice President (Chair), Secretary, and ideally two Members at Large with governance or development experience.

The Governance Committee is responsible for ensuring that the Board is operating effectively. The governance committee's responsibilities include assessing the Board's governance needs, identifying, nominating (refer to Article V, Section 2) and orienting new Directors of the Board, conducting a Board self-assessment, and organizing Board retreats.

The work of the governance committee should encompass the following five areas.

- a Assist in creating Board roles and responsibilities: Lead the Board in regularly reviewing the Board's responsibilities and expectations of Board Directors.
- b Assess Board composition: Assess current and anticipated needs related to Board composition including identifying and nominating new Board Members. Develop a profile of the Board structure as it should evolve over time. Coordinate with Directors eligible for reelection and determine their interest in continuing to serve.
- c Encourage Board development: Develop an orientation process for new Directors. Design and implement an ongoing program for Board education, such as the annual Board retreat.
- d Assess Board effectiveness: Initiate the periodic evaluation of the Board's performance, purpose and as appropriate, propose changes in Board structure and operations. Review Board practices regarding member participation, any conflicts of interest, and confidentiality, etc.
- e Liaise with Board leadership: Communicate with Board leadership regarding succession planning or need for election of Board officers.

Section 2 - Nominating Committee

The Vice President shall be a permanent Director and chairperson of the Nominating Committee. This committee shall consist of at least five (5) members including the Vice President, one (1) staff member and one (1) non-Board Parent. This committee shall nominate members of the Corporation who are eligible to vote to stand for election to the Board of Directors and shall nominate members to fill vacancies occurring on the Board if the Board so directs. In carrying out this duty the Nominating Committee shall make every effort to determine which members of the Corporation desire to stand for election and to provide continuity from one Board to another.

Nomination and Voting Process:

- Directors are to be nominated at the April Board Meeting by the Nominating Committee.
- The list of nominated candidates shall be sent to Parents the third week of April with such personal information that the Committee deems relevant. Such information might include, but not be limited to: (1) familiarity with principles of Montessori, (2) familiarity with business and accounting practices, (3) prior service to the Corporation, (4) office or chairmanship preference. Nothing herein shall be construed to prevent nominations from the floor by a Family who is eligible to vote at the May Board Meeting. *
- The slate shall be voted upon by Families throughout the last week of April. Each Family has one vote and simple majority rules apply.
- The approved Board is announced at the Annual Board Meeting the second Tuesday in May.

Voting

Each Family shall be entitled to one vote on the Board of Directors slate during the week prior to Annual Board Meetings; provided, however, that no Family shall be entitled to vote at any general meeting if the Family's tuition has not been paid in full at the time of the general meeting.

a. Voting may be done in person or electronically by a Parent or by proxy. IF a proxy is used, the designation of the proxy must be in writing, signed and dated by the designating Parent, who must designate a Parent from another Family as the proxy. The proxy designation shall identify the date of the meeting at which the proxy designee will be entitled to vote. A proxy designation shall be effective no longer than 60 days. Unless otherwise stated, the proxy designation will be considered general, thereby authorizing the representative to vote on any matters coming before the designated meeting as the representative sees fit. If two parents in one Family name different proxy representatives for the same meeting, both proxies will be invalid. The proxy shall be delivered to the Secretary of the Board prior to or immediately after the start of the meeting at which it is to be effective. The Secretary of the Board shall maintain a record identifying those participating by proxy at each meeting.

b. When voting for the Board of Directors, a tie requires another vote with those in question being the only names on the ballot, and this vote shall take place throughout the first week of May.

Quorum

A quorum for a Board of Directors election shall be twenty-five percent (25%) of Families qualified to vote in accordance with these Bylaws.

Section 3 – Special Committees

a. The Board President will appoint the Chairpersons of special committees as needed. *

b. The Chairpersons and the committee members are not permanent but may remain on the committee as long as necessary to resolve the reason for activating the committee. *

ARTICLE VI HEAD OF SCHOOL/ASSISTANT HEAD OF SCHOOL FOR THE BLOOMINGTON MONTESSORI SCHOOL

At the direction of the President and the Board of Directors, the Head of School shall take care of the day-to-day administrative business of operating the Bloomington Montessori School. He or she shall implement all resolutions of the Board of Directors affecting the administration of the Bloomington Montessori School. He or she shall serve as a leadership figure facilitating communication between teachers, staff, Families and the Board of Directors. The Head of School will work closely with, and report directly to the President and the Board of Directors.

The Board of Directors shall select the Head of School and Assistant Head of School. The Board of Directors shall establish the terms of employment and fix the compensation of the Head of School and the Assistant Head of School.

The Head of School shall coordinate the selection, discharge, and supervision of other employees of the Corporation.

The Head of School is responsible for utilizing BMS resources effectively and shall be empowered to spend funds of the Corporation without prior approval of the Board of Directors if in the Head of School's judgment such expenditure is necessary. Such expenditure shall not exceed two thousand dollars (\$2,000) on any one occasion and must be reported at the subsequent Board Meeting. *

ARTICLE VII CORPORATE BOOKS

Section 1 – Books and Records

The Corporation shall keep full and complete books and records which shall show, always, the financial condition of the Corporation and a separate financial account for each Family. All books and records of any nature whatsoever of the Corporation shall be open for inspection by any Director, for proper purposes, at any reasonable time. ***

Section 2 – Place of Keeping

All books and records of any nature whatsoever shall be kept at the principal office of the Corporation except that any officer, director, or employee of the Corporation may remove said books temporarily as the performance of their duties may require.*

ARTICLE VIII AMENDMENTS

Section 1 – Amendments

The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors. Except as otherwise provided by applicable law or by declaration, these Bylaws may be amended, restated, supplemented, or repealed by a vote of the majority of the Directors present at the meeting. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation consistent with law or the Articles of Incorporation.

These Bylaws have been adopted by the Corporation on December 14, 2021. The Secretary will place a copy of these Bylaws in the records of the Corporation.

[initials of Secretary]

LEGEND

- * - Indicates a provision of the bylaw proper, which may be changed by amending the bylaws.
- ** - Indicates a restatement of a provision of the Articles of Incorporation. Can be changed only by amending the Articles of Incorporation as well as the bylaws.
- *** - Indicates a restatement of a provision of Indiana state law. May not be changed.