BYLAWS
BLOOMINGTON MONTESSORI ASSOCIATION, INC.
May 13, 2025

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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 Corporation's fiscal year shall commence on August 1 and end at the close of business on July 31 of the succeeding year. *

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.

"Director" means an individual who is currently serving a term on the Board of Directors.

"**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

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.

The President shall be required to deliver written notice to all families 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 pm for the transaction of 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.*

The Board of Directors may not vote on any item of New Business if two (2) or more directors object to such voting. When such an objection arises, the items in question 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 Introduction of any visitors or non-Board members in attendance
2 Presentation of the minutes of the preceding meeting and action thereon
3 Call for subjects that are not listed on the agenda
4 Reports of committees, including issues for discussion
5 Reports of staff
6 Issues for decision

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

Section 5-Place

All meetings shall be held within the State of Indiana at the Corporation's principal office or at such other place within Monroe County that the Board of Directors may choose, including virtual platforms.

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 the 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 abstain.

All voting by the Board of Directors must be done in person or through the Director's email accounts when necessary. Any Director, or 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 12 individuals, including 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 three (3) years. A year begins on the first day of June and ends on the last day of the following May.

Section 3 – Qualifications and Tenure

Directors shall be elected to the Board in 3-year terms. The Election of new members or members starting a new term will occur by vote of the full Board of Directors in April of each year. The election shall be conducted in a manner consistent with established policies and other major decisions, whereby the slate of new members is read at two meetings before voting, including the meeting at which voting occurs. A separate vote shall be conducted for each member on the slate.

Each Director shall hold office for a term of 3 years or until he or she resigns or is removed.

Directors may hold consecutive terms, up to a maximum of 3 terms. Directors intending to stay for an additional term shall be added to the slate of new directors and voted upon by the full Board of Directors. Directors must recuse themselves from voting on their own consecutive terms.

Directors who have previously exited the Board in good standing may serve nonconsecutive terms on the Board of Directors.

At least 60% of the Directors must be parents or guardians of children currently attending Bloomington Montessori.

Only one member of an enrolled family may serve on the Board of Directors at any given time.

Director members must be at least 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 is ineligible to serve as a voting member of the Board of Directors. Any immediate family member of a paid employee of the Bloomington Montessori School is ineligible to serve as 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.

Section 4 - Termination of Membership

A Director in good standing, who chooses not to apply for a consecutive term or who is not permitted elsewhere in the bylaws to reapply for board membership, will have board membership terminated at the end of 3 years.

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

Absenteeism, as defined by absence at Board meetings and a lack of correspondence with Board members and administration, may be grounds for removal. Removal on grounds of absenteeism shall be made by recommendation of the Governance Committee. A majority vote of the Board of Directors shall decide removal.

A Director who has committed misconduct shall be subject to removal by a majority vote of the Board of Directors. “Misconduct” is defined here as behavior that violates federal, state, or local laws, behavior that places the school’s professional accreditations and memberships in jeopardy, or behavior that violates the school's bylaws and policies.

Any vacancy created as a result of early termination shall be filled through the standard nomination process, unless the Board is below its minimum requirement of 7 members. In that situation, the full Board may vote for a temporary Director whose term will be no longer than the end of that academic year.

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 needed. *

c Prepare and adopt an annual budget before 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 – 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. ***

All Officer positions are limited to two (2) consecutive terms in the same position. An extension to this limit may be granted by a majority vote of the full Board of Directors to comply with the bylaws, Indiana state law, or IRS regulations.

The President, and in their 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 transact the financial business of the Corporation in the absence of the Treasurer. *
2 In conjunction with the Head of School, prepare the agenda for all Board of Directors meetings. *
3 Appoint members and Directors to all committees. *
4 Appoint the chairperson of all committees unless otherwise provided in these bylaws. *
5 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 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 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 liaise with the Development Committee on an annual basis.
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 maintenance of accurate and complete records of accounts that accurately reflect 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 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. *

7 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.

8 The Treasurer shall ensure that a list is maintained of all required reports, showing the filing deadlines, and the list shall be updated at least annually. *

9 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 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. *

10 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 the 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 shall 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 temporarily, 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 decides. At the relevant Board of Directors meeting, the Director with whom the Corporation contemplates such a 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. The Board of Directors may create additional standing committees 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 overseeing matters that present a material, financial, or legal risk to BMS, evaluating the Head of School/Assistant Head of School, and providing support and professional development to the Head of School.

The Executive Committee's work 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 Search for key personnel (as needed): Assume the lead in the search for key personnel and seek Board approval for hiring decisions.
e Handle urgent issues: Work to resolve emergency or organizational crises that pose significant material, financial, or legal risks—for example, the 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 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 by monitoring 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 accurately reflect the organization's 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 understand the organization's financial affairs: Ensure the Board is well-informed about the organization's finances and educate them 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 3 Board members, at least one of whom must also serve on the Finance Committee, 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 establish temporary subcommittees to facilitate 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 training; 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, Head of School, and ideally two Members at Large with experience in governance or development.

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 and nominating (refer to Article V, Section 2) new Directors, orienting them, 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. 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, reports of misconduct, conflicts of interest, confidentiality, etc.
e Liaise with Board leadership: Communicate with Board leadership regarding succession planning or the need for the 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 individuals who meet the requirements stated in these bylaws to stand for election to the Board of Directors and shall nominate members to fill vacancies that occur on the Board, if the Board so directs.

Nomination Process:
- Directors are to be nominated at the March Board Meeting by the Nominating Committee.

Voting Process:
- The slate shall be voted upon by the Board of Directors following a second reading at the April Board meeting.
- The approved Board is announced at the Annual Board Meeting, the second Tuesday in May.

- Voting shall proceed as for other significant decisions; two readings must precede a vote by the full Board. A separate vote shall be conducted for each applicant, including Board members applying for a consecutive term.

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 oversee the day-to-day administrative operations of 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 maintain full and complete records that always show the financial condition of the Corporation and a separate financial account for each Family. All 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.

The Corporation has adopted these Bylaws on May 13, 2025. 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 and the bylaws.

*** - Indicates a restatement of a provision of Indiana state law. May not be changed.