

**PARENTS FOR MONTESSORI EDUCATION, INC.**  
**MONTESSORI INTERNATIONAL CHILDREN'S HOUSE [Final Draft]**

**BY-LAWS\***

**Article I. Corporate Name and Purpose**

**Section 1. Corporate and School Name**

The Corporation is a charitable, educational, non-profit corporation and shall be known as Parents for Montessori Education, Inc. The school, owned and operated by the Corporation, shall be named Montessori International Children's House ("MICH").

**Section 2. Purpose**

The purpose of the Corporation is to establish and operate a non-profit school for children, MICH, that is consistent with and in furtherance of the teachings and principles of Maria Montessori and the Association Montessori Internationale ("AMI"). Our goal is to provide for the fullest development and the highest standard of learning possible in each enrolled child. The Corporation and MICH have a non-discriminatory policy and welcome children and employees from all backgrounds without regard to color, race, sex, religious affiliation, or national origin. To accomplish its purpose, the Corporation may engage in such activities as are permitted under its Articles of Incorporation, subject to these By-Laws.

**Section 3. Corporate Offices**

The Corporation shall have its principal office in Anne Arundel County, State of Maryland, at specific locations established from time to time as appropriate to conduct its business.

**Article II. Membership**

**Section 1. Composition of the Membership**

The membership of the Corporation shall be composed of employees of MICH and parents of children currently enrolled in MICH. For the purpose of these By-Laws, the term "parent," as used herein, includes one or more of the natural mother and father, legal guardian(s), foster parent(s), or any adult legally recognized as having primary responsibility for the growth, development, and safekeeping of an enrolled child, but not more than two per child. The aggregate of an enrolled child or children and their parents constitutes a "family" for the purposes of these By-Laws.

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\* As revised pursuant to vote of membership on 5/10/2007.

## **Section 2. Voting Rights**

(a) Each family of Corporation members which has paid their tuition in full or which has made up to date payment in part in accordance with an agreed upon payment plan, as of the date of a meeting of the Corporation in which a vote is called, is entitled to one vote per child enrolled in the school on each matter submitted to a vote. Families with more than one enrolled child may split their votes.

(b) Each employee who is in good standing as of the date of a meeting of the Corporation in which a vote is called is entitled to one vote, but employees who are entitled to vote in accordance with subdivision (a) of this Section shall be entitled to no additional votes under this subdivision (b).

(c) Votes may be solicited and returned by mail, in person or by other means, and the results of the vote shall be binding, as long as the number of returned ballots comply with the majority, notification time, and quorum requirements of these By-Laws.

## **Section 3. Annual Meeting**

The annual meeting of the members of the Corporation shall be held in May of each year. The business of the annual meeting shall include the election of Directors and such other business as may be required.

## **Section 4. Special Meetings**

Special meetings of the members may be called by the President, by the majority of the Board of Directors, or by written petition signed by not less than twenty-six percent of all the members of record entitled to vote. No other topic except that identified in the meeting notice may be addressed at any special meeting of the members.

## **Section 5. Meeting Notice**

Written notice stating the time and place of any meeting of the members shall be sent by or on behalf of the Secretary of the Corporation to each member of record at least ten full calendar days before the date of such meeting. Notice shall be sufficient if sent to the electronic mail (e-mail) or physical address on record at the School. The purpose for which any such meeting is called shall be stated in the notice for any special meetings or when otherwise required by law.

## **Section 6. Waiver of Notice**

Notice of any meeting may be waived in writing by any member if the waiver sets forth in reasonable detail the time, place and purpose of the meeting. Attendance at any meeting in person, or by proxy when the instrument of proxy sets forth in reasonable detail the purpose of such meeting, shall constitute a waiver of notice of such meeting.

## **Section 7. Proxies**

A member entitled to vote at any meeting of the members may vote either in person or by written proxy. No proxy shall be voted at any meeting of the members unless it has been filed with the Secretary (or an employee or Board member designated by the Secretary) prior to the commencement of the meeting. Proxy forms shall clearly state, in addition to the validating signature(s):

- The members' name(s)
- The number of votes covered by the proxy
- The date the proxy was signed
- The date the proxy was filed with the Secretary
- The members' specific voting preference on each issue before the meeting, or general proxy for all issues.

Any duly filed proxy can be superseded by the member attending in person, and can be reactivated at the member's discretion if the member leaves before the meeting adjourns.

## **Section 8. Meeting Conduct**

All meetings that meet the quorum requirements will be conducted by the President. Any member may require that the meeting be conducted by Roberts' Rules of Order, Revised, except as otherwise provided by these By-Laws, or any rule adopted by the Board of Directors or members.

## **Section 9. Meeting Quorum**

A simple majority of the members, present or by proxy, shall constitute a quorum for the annual or any special meeting of the members. In the absence of a quorum, those present, by majority vote and without notice other than by announcement, may recess the meeting from time to time until a quorum shall attend. At any such recalled meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

# **Article III. Board of Directors**

## **Section 1. Composition and General Powers**

(a) The Board of Directors of the Corporation shall consist of those persons identified in Section 3 of this Article III, and shall manage the business and affairs of the Corporation. The Board of Directors may exercise all of the powers of the Corporation, except those conferred on or reserved to the members by the By-Laws, Charter or Statute.

(b) The Board shall hire the Administrative Director of the school.

(c) The Board may and shall endeavor to hire a Montessori trained Educational Director. If a non-Montessori trained Administrative Director is hired by the Board, a Montessori trained Educational Director shall be hired by the Board or named by the Board from among the employees.

(d) The Board, in consultation with the Administrative Director of the school and the Educational Director, shall approve the hiring of other employees. The Board may delegate this duty to the Administrative Director of the school.

## **Section 2. Number and Tenure**

The number of Directors shall always consist of an odd number of voting Directors, the Board appointing new members if the total of active members becomes even due to resignations, etc.

## **Section 3. Composition of the Board**

(a) Board members, including those described in this Section, and the officers of the Corporation (described in Article V), shall be elected from among the members of the Corporation or from among other interested persons as described herein. At all times a majority of the voting Directors shall be parents of children enrolled as students in MICH. Not more than two voting members shall be employees of the School (unless such members shall also be parents of enrolled children).

(b) The Administrative Director shall be a voting member of the Board.

(c) The Educational Director shall be a voting member of the Board.

(d) The President of the Parent Teacher Organization (“PTO”) shall be a voting member of the Board.

(e) An employee, other than the Administrative Director, shall be elected by the employees to serve as a member of the Board of Directors. The election of the employee representative to the Board shall occur biannually and shall be supervised by the Administrative Director. The Educational Director is eligible to serve as the employee representative to the Board. If an employee other than the Educational Director is elected as the employee representative, then he or she shall serve as a non-voting member of the Board. If there is no incumbent Educational Director, the employee representative shall be a voting member of the Board.

(f) It is recognized, for reasons of expertise, continuity, and diversity, that the interests of the Corporation and the school may be served by the inclusion on the Board of persons who are not members of the Corporation (“interested persons”). Accordingly, interested persons shall be eligible for board service subject to the following limitations:

(i) interested persons may not serve as President; (ii) interested persons may not be nominated from the floor at the annual meeting; (iii) interested persons shall agree to undergo the same background checks as the most rigorous of such checks required of any School employee; and (iv) no more than two Board positions may be filled by interested persons at any given time. Restriction number (iii) shall not apply if the interested person in the year immediately preceding commencement of Board membership in that capacity shall have been a member of the Corporation or of the Board.

(g) Because Board service represents a privileged trust invested by the members of the Corporation, no Board member may abstain from Board activities without removing themselves from the Board, creating a vacancy to be filled in accordance with these By-Laws.

#### **Section 4. Vacancies**

Any vacancy in the Board of Directors caused by death, resignation or otherwise may be filled until the next annual or special meeting of members by a majority vote of all the remaining members of the Board of Directors (or in the event of a tie vote shall be appointed by the President). A Director elected to fill a vacancy shall hold office until the next annual or special meeting of the members and until the successor shall be elected.

#### **Section 5. Removal**

An elected Director of the Corporation may be removed, with or without cause, by a majority vote of the membership at a special meeting of the membership. Any vacancy thereby created shall be filled in accordance with Section 4 above.

#### **Section 6. Nominating Committee and Director Nominations**

Candidates for vacant Director seats to be filled at an annual meeting shall be nominated by a nominating committee. The nominating committee shall be appointed annually by the President upon consultation with the Board, and shall consist of three persons. The nominating committee may consult with the Board and others, and shall present a slate of candidates to the Board not later than 15 days prior to the annual meeting. Candidates may also be nominated from the floor at the annual meeting.

#### **Section 7. Board Meetings**

Regular meetings of the Board of Directors shall be held monthly pursuant to a resolution of the Board. No notice shall be required for such regular meetings. Board meetings normally shall be closed, but members having business before the Board may, upon request and subject to the discretion of the Board, be invited to attend a Board meeting to address such business. Minutes of Board meetings shall be available for review by members, but at the discretion of the President information of a private nature shall not be included in such records. Special meetings of the Board of Directors may be

called by the President or by any three members of the Board of Directors, upon twenty-four hours' notice. The notice must specify the time, place, and general purpose of the meeting and must be delivered to each Director either personally, by mail, by telegram or by telephone. Attendance at any special meeting shall constitute waiver of notice of such meeting. At the discretion of the President, it shall be permissible for Directors to attend regular or special Board meetings from time to time by teleconference.

When it appears to the President that business needs to be conducted during the period between regular meetings but that it is not practicable to hold a special meeting, it shall be permissible for the Board to meet by teleconference or other electronic means (including but not limited to exchange of e-mail). The notice requirements for special meetings need not be employed in such instances but no vote taken at such meeting shall be valid unless there shall be a quorum. Such meetings shall be recorded in the minutes of the next regular meeting.

### **Section 8. Quorum**

A simple majority of the voting members of the Board of Directors or any committee shall constitute a quorum for the transaction of business. In the absence of a quorum, the Directors present, by majority vote and without notice other than by announcement, may recess the meeting from time to time until a quorum shall attend. At any such recalled meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Any action required or permitted to be taken at a meeting of the Board or committee may be taken without a meeting, if a unanimous written consent which sets forth the action is signed by each member of the Board or committee or submitted by electronic means (including by e-mail) and filed or recorded with the minutes of proceedings of the Board or committee.

### **Section 9. Compensation**

No Director shall receive any compensation for service on the Board of Directors. Directors may be reimbursed for expenses incurred in the legitimate execution of Corporation business. No employee shall receive additional compensation for their position on the Board.

### **Section 10. Meeting Conduct**

The President, or in the absence of the President the Vice President, shall conduct the Board meetings. Any Board member may require that the meeting be conducted in accordance with Roberts' Rules of Order, Revised.

### **Section 11. Election**

Election to the Board shall be by simple majority of those attending the annual meeting (in person or by proxy) or any special meeting of the Corporation where Board elections are the topic, in accordance with Article II.

### **Section 12. Budget**

The Board shall approve an annual budget for the Corporation's support and present it to the membership at the annual meeting as an indication of the financial health of the Corporation.

### **Section 13. Indemnification**

The Corporation shall maintain Directors and Officers insurance for the benefit of the Board of Directors. Unless otherwise prohibited by law, the Corporation shall indemnify any Director or Officer, any former Director or Officer, and may, by resolution of the Board of Directors, indemnify any volunteer or employee against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director, Officer, volunteer or employee, subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by such Director, Officer, volunteer or employee. The Corporation may advance expenses to, or when appropriate may itself, at its expense, undertake the defense of any Director, Officer, volunteer, or employee; provided, however, that such Director, Officer, volunteer or employee shall undertake to repay or reimburse such expense if it should ultimately be determined that he or she is not entitled to indemnification under this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, Officer, volunteer or employee may be entitled under any statute, By-Law, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Corporation to provide any indemnification permitted by Law.

## **Article IV. Committees, Advisory Board, and Parent Teacher Organization**

### **Section 1. Committees**

The Board of Directors may form committees, councils or similar groups made up of members of the Board of Directors, members of the Corporation, members of an Advisory Board and others as the Board finds necessary to carry out the purposes for which the Corporation has been formed.

### **Section 2. Advisory Board**

The Board may, from time to time, form an Advisory Board composed of members of the community who are interested and involved in the support of the school, to serve for a period of not greater than two years. Serving members may be reappointed for additional terms. Advisory Board members may be invited to attend Corporation and Board meetings but shall not have voting rights in such capacity.

### **Section 3. Finance Committee**

The Board shall establish a Finance Committee consisting of not more than four persons. The Finance Committee shall be chaired by the Treasurer of the Board. The Administrative Director shall serve on the Finance Committee, and additional members shall be appointed by the President from among the Board, the Corporation, and interested persons. Such appointments shall be for no more than two years. Serving members may be reappointed for additional terms. The Board may terminate the term of any appointed Finance Committee member at any time by resolution. The Finance Committee shall implement the Investment Policy, and shall have such other duties as the President may establish in consultation with the Board.

### **Section 4. Strategic Planning Committee**

The Board shall establish a Strategic Planning Committee. The Strategic Planning Committee shall be chaired by the Vice President of the Board. The Administrative Director shall serve on the Strategic Planning Committee, and additional members shall be appointed by the President from among the Board, the Corporation, and interested persons. Such appointments shall be for no more than two years. Serving members may be reappointed for additional terms. The Board may terminate the term of any appointed Strategic Planning Committee member at any time by resolution. The Strategic Planning Committee shall make recommendations regarding establishment, revision and implementation of a Strategic Plan consistent with the long range needs and goals of the Corporation and shall have such other duties as the President may establish in consultation with the Board.

## **Section 5. Parent Teacher Organization**

There shall be a Parent Teacher Organization (“PTO”) which shall have such powers, duties and responsibilities as the Board in consultation with PTO leadership shall establish from time to time. All members of the Corporation shall be members of the PTO.

## **Article V. Officers**

### **Section 1. Composition**

The officers of the Corporation shall be: a President; Vice President; Secretary; Treasurer; Development Director; and Personnel Director. All officers shall be members of the Board of Directors and in addition to the general duties of Board membership, shall have the particular responsibilities noted in this Section.

### **Section 2. Election and Term of Office**

Officers of the Corporation shall be elected at the annual meeting of the Corporation. Such officers shall hold office for a term of three years or until a successor has been duly elected. Terms shall be staggered in a three year cycle in the following manner: The President and Personnel Director shall be elected in the first year; the Vice-President and Treasurer shall be elected in the second year; and the Development Director and Secretary shall be elected in the third year.

### **Section 3. President**

The President shall preside at all meetings of the Corporation and Directors and shall have such other powers and duties as these By-Laws or the Board of Directors may prescribe. The President shall exercise general supervision of the affairs of the Corporation and shall see to it that such affairs are conducted in accordance with the Charter and By-Laws of the Corporation and pursuant to the direction of the Board of Directors. The President shall ensure that a budget is presented for the approval of the Board of Directors annually, and that an audit is conducted at least bi-annually. The President shall appoint committees from time to time in accordance with these By-laws or as the Board may direct.

### **Section 4. Vice-President**

The Vice- President shall have all the powers of, and perform all the duties incumbent upon, the President during the absence or disability of the President. The Vice-President shall have such other powers and duties as these By-Laws or the Board of Directors may prescribe. The Vice-President shall succeed the President should that position become vacant prior to expiration of the President’s term and shall serve as President until the position is filled by election at an annual or special meeting of the

members. Under no circumstance shall the Vice-President succeed to more than 12 months of the Presidency without being subject to a new election.

### **Section 5. Secretary**

The Secretary shall attend all meetings of the members and of the Board of Directors, and keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all standing committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, lease agreements and other official documents. The Secretary shall send all notices of the Corporation required by these By-Laws, shall have or authorize a designee to have custody of the books (except books of account and records of the Corporation) and in general shall perform all duties pertaining to the office of Secretary and such other duties as these By-Laws or the Board of Directors may prescribe.

### **Section 6. Treasurer**

The Treasurer shall have oversight of, and advise the Board of Directors regarding, the records of account, and shall ensure that only appropriately bonded employees (including the Administrative Director) have charge and/or custody of all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and/or MICH. The Treasurer shall ensure that funds of the Corporation and/or MICH are deposited with such depositories as the Board of Directors may authorize, and that appropriate signature requirements and/or other controls are in place with respect to disposition by employees or others of such funds. The Treasurer shall cause to be prepared annually, and whenever requested by the Board, a statement of the financial condition of the Corporation, and shall cause to be prepared at least bi-annually an audit of same, and in general shall perform all duties pertaining to the office of Treasurer and such other duties as these By-Laws or the Board of Directors may prescribe.

### **Section 7. Development Director**

The Development Director shall, in consultation with the members of the Board and the Major Gifts & Development Officer employed by the Corporation, have a leadership role with regard to fundraising efforts of the Corporation.

### **Section 8. Personnel Director**

The Personnel Director shall assist and advise the Administrative Director in interviewing prospective employees, reviewing employee salaries and benefits, and provide recommendations to the Board of Directors on personnel issues.

## **Article VI. Amendments and Implementation**

### **Section 1. Amendments**

Amendments to these By-Laws may be considered at any meeting of the Corporation, and shall become effective if two-thirds of the total membership vote in favor of the proposed amendment, provided however, that notice of the proposed amendment has been delivered by the Secretary to each member of record at least 10 calendar days before the meeting at which such amendment is to be considered. Notice shall be sufficient if sent to the e-mail or physical address on record at the School.

### **Section 2. Restrictions**

Subject to law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these By-Laws is vested in the Corporation members. No amendment shall be effective which may prevent the organization from qualifying for exemption from Federal income taxes pursuant to applicable revenue laws in force from time to time.

### **Section 3. Implementation of Revised By-Laws**

During the first three years after adoption of revised By-Laws, the Board may adopt such procedures, including appointments to fill vacancies and modification of terms of service, as it shall find necessary or expedient for implementation of such revised By-Laws.

## **Article VII. Corporation Restrictions**

### **Section 1. Political Activities**

The activities of the Corporation shall not include any attempt to influence legislation. The Corporation shall not participate in or intervene in (including by making political donations or by the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

### **Section 2. Conflict of Interest**

All Directors of the Corporation shall perform their duties in good faith and will take no action not in the best interests of the Corporation. In any circumstances in which a Director might appear to have a conflict of interest between their own personal interest and that of the Corporation, such interest will be promptly disclosed to the Board of Directors. The Board of Directors shall require Directors, officers and staff of the Corporation to avoid all true conflicts of interest and even the appearance of conflicts of interest between the personal interests of these persons and the interests of the Corporation.

### **Article VIII. Dissolution**

In the event that circumstances force the Corporation to dissolve, the Board of Directors shall present an appropriate motion to those members present at the annual meeting or at a special meeting called for that purpose, after notifying all members of the Corporation by mail, at least fifteen days in advance, that such a motion is to be presented. If the majority of these members present in person or by proxy approve that motion, or if the existence of the Corporation otherwise terminates or it becomes impossible to carry out the purposes of the Corporation, the President, the Treasurer and other officers shall transfer all of the property and assets of the Corporation to an organization qualified to accept funds for charitable and educational purposes under the applicable provisions of the Internal Revenue Code.