



**BYLAWS
THE MONTESSORI CHILDREN’S CENTER, INC.**

PREAMBLE

Purpose

The Corporation was founded to run a not-for-profit school in Forsyth County guided by the philosophy and system of education developed by the Dr. Maria Montessori.

ARTICLE I

Name & Location

Section 1 – Name: The name of the Corporation shall be the Montessori Children’s Center, Inc. The Corporation shall operate a school called “The Montessori School.”

Section 2 – Location: The principal office of the Corporation shall be located in Forsyth County at 6050 Holder Road, Clemmons, North Carolina 27012. The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or for the purposes of the Corporation may require.

ARTICLE II

The Board of Trustees

Section 1 – General Powers: The business and property of the Corporation and management of its affairs shall be conducted by a Board of Trustees sometimes referred to herein as the “The Board.”

Section 2 – Number: The Corporation will have at least five (5) and no more than ten (10) Trustees. The Head of School shall be an *ex officio* non-voting member of the Board of Trustees.

Section 3 – Qualifications: Trustees-elect should represent and be chosen based on the principles identified in currently published Blueprint. Trustees may be parents of previously or current-enrolled students, but the number of trustees who are parents of currently-enrolled students shall not exceed one less than half the current number of trustees [*i.e.*, 1/4, 2/5, 2/6, 3/7, 3/8, 3/9, 4/10]. When extended absence, termination, or resignation of a trustee results in an equal number of parents and non-current parents, the first replacement trustee shall be a non-current parent.

Section 4 – Election of Trustees: If a vacancy exists, new Trustee(s) will be elected by the Board. A Trustee shall present to the Board a list of candidate(s) recommended for election to the Board. To elect new Trustees, each current Trustee may cast a vote for any or all the candidates. The top vote recipients, in order of their vote totals, will fill the open seat(s) on the Board of Trustees. In the event of a tie, there will be another ballot to break the tie.

Section 5 – Three Year Term: Each Trustee will serve for a term of three (3) years commencing with the annual May meeting. Trustees are encouraged to serve the full term and may serve two (2) consecutive terms; however, no Trustee shall serve for greater than two consecutive terms. A Trustee having served for two (2) consecutive terms will not be eligible for an additional term of service until he/she has been off the Board of Trustees for a period of not less than twelve (12) months. To the end of staggering terms of service, the Board may, at its discretion, make an initial appointment for a period of one (1) or two (2) years, or count a partial academic year as a full year for the purpose of establishing the trustee’s term.

Section 6 – Resignation: A Trustee can resign from the Board of Trustees by submitting a written notice of such intention.

Section 7 – Removal: A Trustee may be removed, with or without cause, by a majority vote of the Board of Trustees.

Section 8 – Compensation: The Board of Trustees shall receive no compensation for services as such; provided, however that any ordinary and necessary expense incurred by any Trustee acting in the performance of his/her duties shall be paid by the Corporation.

Section 9 – Vacancies: Any vacancy on the Board of Trustees, whether caused by failure to elect, resignation, death, or otherwise, will be filled at a meeting with proper notice by the vote of the majority of the remaining Trustees, even if they constitute less than a quorum.

Section 10 – Conflicts of Interest: Whenever a Trustee has a financial or personal interest in any matter coming before the Board of Trustees, the affected person shall (1) fully disclose the nature of the interest and (2) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Trustees determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE III

Meetings of the Board of Trustees

Section 1 – Schedule: The annual meeting of the Board of Trustees shall be held in May.

Section 2 – Quorum: A quorum at any meeting is a majority of the Trustees in office, but a quorum cannot be less than three (3). If there are fewer than three (3) Trustees in office, the remaining Trustees can fill any vacancies.

Section 3 – Regular Meetings: Regular meetings of the Board of Trustees shall be set at such times as the Board of Trustees shall determine. Notice of regular meetings is sufficient if contained in a written schedule provided to the Board of Trustees.

Section 4 – Special Meetings: Special meetings may be called by the President or by any two (2) Trustees. Notice of special meetings must be in writing and sent to each Trustee at least three (3) days before the meeting or must be given by calling each Trustee at least twenty-four (24) hours before the meeting.

Section 5 – Waiver of Notice: Any defects in notice are waived if a Trustee attends a meeting and fails to object.

Section 6 – Action by Written Consent: The Board of Trustees can act without a meeting by unanimous written consent of each Trustee. Such consent will have the effect of the Board of Trustees acting at a meeting for which proper notice was given. Such consent shall be filed in the minutes of either the preceding or succeeding regularly scheduled meeting.

Section 7 – Proxy: There shall be no voting by proxy.

Section 8 – Minutes: The Secretary shall cause to be prepared and mailed, emailed, faxed, or delivered to each Trustee minutes of the each meeting of the Board of Trustees at least seven (7) days prior to the Board’s next regularly scheduled meeting. Dissenting votes shall be recorded and reported in such minutes. Absent Trustees shall be deemed to have ratified all action reported in such minutes unless such Trustee reports in writing his/her opposition to any such action within five (5) days after his/her receipt of such minutes, which written opposition shall be recorded in the such minutes.

ARTICLE IV

Officers

Section 1 – General: The Board shall elect a President, Vice President, Treasurer, and Secretary. During the absence of an Officer, the Board may transfer the powers or duties to be described herein of any Officer to any other Officer of the Corporation.

Section 2 – Election of Officers: The Board will elect Officers either at the annual May meeting or whenever necessary to fill vacancies created by natural term expirations, resignations, death, or otherwise.

Section 3 – Term: Each Officer will serve for a term of one (1) year commencing with the Board of Trustees annual May meeting. Officers are encouraged to serve at least two (2) terms; however, no Trustee shall serve for greater than three (3) consecutive years. A Trustee having served for three (3) consecutive terms will not be eligible for an additional term of service until he/she has been off the Board of Trustees for a period of not less than twelve (12) months.

Section 4 – Resignation: An Officer can resign his/her Office from the Board by submitting a written notice of such intention. An Officer can resign without resigning from the Board of Trustees.

Section 5 – Removal: A Trustee may be removed from Office, with or without cause, by a majority vote of the Board acting in the best interest of the Corporation. Removal from Office does not automatically terminate a Trustee’s membership on the Board.

Section 6 – Compensation: Officers shall receive no compensation for services as such; provided, however that any ordinary and necessary expense incurred by any Officer acting in the performance of his/her duties shall be paid by the Corporation.

Section 7 – Vacancies: Any vacancy of an Officer position, whether caused by failure to elect, resignation, death, or otherwise, will be filled at a meeting with proper notice by the vote of the majority of the remaining Trustees, even if they constitute less than a quorum.

Section 8 – Head of School: Subject to the control and supervision of the Board, the Head of School administers the business and affairs of the Corporation. The Head of School will present a report to the Board at each meeting.

Section 9 – President: The President calls and presides at meetings of the Board of Trustees. The President can sign documents on behalf of the Corporation as authorized by the Board.

Section 10 – Vice President: The Vice President acts in the President’s absence. The Vice President shall have such other powers and perform such other duties as may be assigned him/her by the President or prescribed by the Board.

Section 11 – Treasurer: The Treasurer receives or monitors the Corporation’s funds. The Treasurer shall deposit funds or monitor their deposit. The Treasurer shall have full access to the Corporation’s books and shall render or approve the preparation of periodic financial statements for review by the Board of Trustees. The Treasurer shall have authority to sign corporate checks.

Section 12 – Secretary: The Secretary shall issue notice of all Board of Trustees’ meetings and shall attend and keep minutes of the meetings. The Secretary shall have charge of all corporate books, records, and papers.

ARTICLE V

Committees

Section 1 – General: The Board shall have the power to create such standing or special committees as are deemed necessary to carry out the purposes of the Corporation and to prescribe rules and regulations for any such committee consistent with these bylaws and applicable laws. The President will serve as *ex-officio* member of all committees. Each committee shall consist of at least two (2) Trustees. Employees and volunteers from the community may also be appointed to a committee to assist the Board.

Section 2 – Limitation of Authority: No committee shall have authority as to the following matters: (1) Dissolution or merger of the Corporation; (2) Amendment or repeal of bylaws or adoption of new bylaws; (3) Amendment of the Charter of Corporation; (4) Sale, lease, or exchange of the property of the Corporation; (5) Amendment or repeal of any resolution of the Board; (6) The filling of vacancies of the Board; and (7) Any other matters which the Board may from time to time resolve to be non-delegable.

ARTICLE VI

Fiscal Policies

Section 1 – Fiscal Year: The fiscal year begins on the first day of August and ends on the last day of July.

Section 2 – Books & Accounts: The books and accounts shall be kept in accordance with generally accepted accounting practices and shall be reviewed annually by a certified public accountant.

ARTICLE VII

Non-Discrimination

Section 1 – General: The Board of Trustees, Officers, committee members, employees, and persons or organizations served by this Corporation shall be selected solely on the basis of individual merit without discrimination on the basis of religious affiliation, race, national origin, age, sexual orientation, gender, or any other factor on which discrimination is prohibited by the law.

Section 2 – Compliance: The Board of Trustees shall comply with federal, state, and local laws and regulations concerning non-discrimination.

ARTICLE VIII

Prohibited Activities

Section 1 – General: Nothing herein shall authorize this Corporation, directly or indirectly, to engage in activities in violation of any applicable laws.

Section 2 – Not-For-Profit: The Corporation was founded to run a not-for-profit school. No member shall profit in any tangible way from its activities. All funds are to be disbursed in accordance with these bylaws and the Internal Revenue Code.

ARTICLE IX

Amendments

Section 1 – General: The Board shall have the power to make, alter, amend, or repeal the bylaws of this Corporation by a simple majority vote of the Board. Any such amendments shall be submitted to the Board in written form at least three (3) days before the meeting at which the change is adopted.

Section 2 – Consistency with Applicable Laws: Any amendments, alterations, changes, additions, or deletions from these bylaws shall be consistent with applicable laws.

ARTICLE X

*Indemnification; Liability of
Directors & Officers; Insurance*

Section 1 – Indemnification: The Corporation indemnifies to the fullest extent permissible by law, every Trustee, Officer, and agent of the Corporation made a party to a proceeding because he/she is or was a Trustee, Officer or agent of the Corporation. The indemnification applies to (1) every proceeding, whether threatened, pending or completed; (2) Every former and present Trustee, Officer or Agent; and (3) Reasonable expenses incurred in connection with the proceeding. The Corporation will advance, to the extent permitted by law, payments to cover the expenses of any Director, Officer or Agent in connection with such a proceeding.

Section 2 – Liability of Directors & Officers: No Trustee or Officer will be personally liable to creditors for any indebtedness or liability of the Corporation.

Section 3 – Insurance: The Corporation shall have the power to purchase and maintain insurance on the behalf of any person who is or was a Trustee, Officer or Agent of the Corporation against liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

CERTIFICATE

I hereby certify that the above constitutes a true and correct copy of the Bylaws of the Montessori Children's Center, Inc., adopted by the Board of Trustees at a meeting on the _____ day of _____, _____.

Secretary