

**SOUTH SUBURBAN MONTESSORI ASSOCIATION, INC.**

**CONSTITUTION**

**Revised & Approved May 17, 2014**

## CONSTITUTION

### ARTICLE 1 - Name

The name of this Association shall be South Suburban Montessori Association, Inc. ("Association")

### ARTICLE 2 - Principal Office

The principal office of this Association shall be as the Board of Directors may establish.

### ARTICLE 3 - Purpose

The purpose of this Association shall be to:

- Inaugurate and maintain a school *or schools* for children based upon the principles developed by Maria Montessori;
- Provide information pertinent to the methods and materials necessary for such schools to conduct research into the educational process,
- Hold, buy, sell, own, control, mortgage and otherwise use real and personal property for the above, to do any and all things necessary or incidental to the foregoing.

### ARTICLE 4 - Not for Profit

The Association is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any director or individual, except as reasonable compensation for services actually rendered to the Association. The balance, if any, of all money received by the Association from its operations, after the payment in full of all debts and obligations of the Association of whatever nature or kind, shall be used and distributed exclusively for charitable, scientific or educational purposes.

In the event of dissolution of this Association, all remaining property and funds then owned shall be transferred and conveyed to any Montessori association or school designated by the Directors.

### ARTICLE 5 - Nonpolitical

The resources of this Association, or any part thereof, shall not be used to seek changes in law or influence legislation.

### ARTICLE 6 - Board of Directors

6.1 The Board of Directors shall have control and general management of all business of the Association.

The primary duties and responsibilities of the Board of Directors must include the following:

- Ensure the school remains in good legal standing, and operate as outlined in Section 501(c)3 of the Internal Revenue Code;

- Ensure the school operations are consistent with the Montessori philosophy, the school's mission statement, and in the best interests of its students, parents, and teachers;
- Approve annual operating budget;
- Conduct fundraising activities and maintain accountability for property and funds;
- Promote the school among the community;
- Approve long-range plan for the School and set annual goals for the Board;
- Approve goals for the Head of School, and evaluate the Head of School annually; and
- Select new Directors and elect officers so as to perpetuate an effective board.

## 6.2 STRUCTURE

The Board of Directors shall consist of a minimum of seven (7) persons including ex-officio members. There shall be two ex-officio members of the Board of Directors: the Head of School and a Parent Association Representative. The Parent Association Representative shall have voting rights. The Head of School shall be an ex-officio, non-voting member of the Board of Directors.

Only one person per family may hold a Board position at a time. If the Head of the Parent Association is related to one or more of the current Directors, he/she may designate another representative to serve in his/her place.

No more than 40% of the Board positions may be held by non-parent Directors at a time.

No employee of the Association shall be eligible for the office of Director during such employment.

## 6.3 VOTING of BOARD MEMBERS AND TERMS

Nomination and Election: The Governance Committee shall present potential candidates to the full Board of Directors. Candidates shall be approved by the Board of Directors with a simple majority vote.

Terms: Members of the Board of Directors shall serve for three-year staggered terms, effective from the date of their election. A board member may not serve more than three (3) consecutive terms as a board member and must remain off the Board for at least one year after the expiration of his or her third term before seeking to rejoin the Board.

A Director's term ends at the annual meeting at which his or her successor is elected.

6.4 Resignation: A resignation by a Director must be submitted in writing, by letter or email, to the President and must state the effective date of resignation. Vacancies occurring on the Board of Directors shall be filled by a vote of the remaining Directors from a slate of nominees presented by the Governance Committee. The appointee shall serve until the next annual meeting at which time the appointee may stand for election to the remainder of the term.

6.5 Removal: Any Director may be removed from office for repeated failure to attend meetings of the Board of Directors or for malfeasance by the affirmative vote of a 2/3 majority of the whole number of Directors.

6.6 Officers: The officers of this Association shall be the President, the Secretary and the Treasurer. No two offices may be held by the same person.

6.7 Election of Officers: Each year the officers shall be elected from among the current Directors by a vote of the Directors at the first board meeting convened after the Annual Meeting. Officers shall be elected for a one (1) year term and shall serve until their successors are elected.

Removal of an Officer: Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, it would serve the best interest of the Association. An affirmative vote of two-thirds of the entire Board of Directors shall be required for removal of the officer.

Vacancy of an Office: Any vacancy in any office shall be filled by appointment of the Board of Directors. Any person so appointed shall serve for the unexpired portion of the term.

## ARTICLE 7 - Duties

### 7.1 President:

The President shall:

- Preside at all meetings of the Board of Directors.
- Act as chief executive officer of the Association.
- Call board meetings.
- Assign special projects or matters to Standing Committees as may be appropriate.
- Sign all notes, liens, and contracts for the School upon the approval of the Board.

The President in collaboration with the Head of School will prepare an agenda for all meetings.

### 7.2 Secretary:

The Secretary shall:

- Keep minutes of all meetings of the Board of Directors.
- May call board meetings.
- Give or cause to be given notice of all meetings of the Board of Directors.
- Keep a written file of the content of all reports and correspondence between Board and Standing Committees.
- Keep written records of attendance at all meetings.
- Keep accurate and current copies of the Bylaws and Board Handbook.
- Conduct such correspondence as required.

In the absence of the President the Secretary will preside over the meeting.

### 7.3 Treasurer:

The Treasurer shall:

- Be the principal financial officer of the Association and oversee the management of all funds and securities of the Association.
- In conjunction with the Business Manager, monitor the balances in the Association's bank accounts and inform the Board of Directors of any extraordinary items.
- Execute documentation for all financial relationships and appoint Authorized Signatories for the Association's bank accounts.



#### 7.4 Duties of the Board of Directors:

The Board of Directors as a whole shall:

- Manage all the business affairs of the Association and furnish reports of their stewardship at the Annual Meeting;
- Appoint the Head of School and prescribe remuneration and duties in the form of a job description;
- In collaboration with the Head of School, appoint and activate committees which will work directly with the Head of School;
- Approve budgets, tuition, and regulations for all operations including any substantial programming changes per Head of School proposal;
- Be empowered to borrow or raise monies for any purposes of the Association and be it resolved that the President and/or the Secretary may negotiate loans and other credits, including leases, with Board approval, for this Association.

If requested, outgoing Directors have the obligation to meet with the current Board for a transition meeting at which transition duties will be established. This meeting shall take place no later than two weeks after the election of Officers.

#### COMMITTEES

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Association. However, no committee shall have the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the Association.

The Board Handbook will list all current committees with a narrative description and their duties and responsibilities. Standing Committees shall be determined to be those of indefinite need. Ad-Hoc Committees shall be of a limited duration and scope, of which the Board shall be responsible for approving its duration of existence, acting Chair, liaison to the Board, goals and guidelines.

Current SSMS staff may serve on committees.

#### Job Descriptions

Standing Committees shall work under the direction of the Board of Directors pursuant to the job description included in the Board Handbook.

#### Chairpersons

The Chairpersons of all Standing Committees must be members of the Board of Directors. Standing Committee chairpersons shall be appointed by the Board of Directors and shall follow the guidelines set forth in the Board Handbook.

#### ARTICLE 8 - General Provisions

8.1 Fiscal Year: The fiscal year shall be July 1, to and including June 30 of the following year.

8.2 Headquarters: The headquarters, place of business and mailing address shall be as the Board may establish.

8.3 Property: All real and personal property shall be under the supervision and control of the Board, except as the Board may delegate its authority.

8.4 Scholarships: The Board may establish scholarships to award financial aid or tuition discounts for other purposes.

8.5 Statement of Fiscal Responsibility: The Board of Directors shall administer the financial health and well-being of the school, and shall have the authority to adopt, make, promulgate and enforce such policies, procedures, and other regulations as it may deem necessary, in its reasonable collective business judgment, to ensure the fiscal integrity of the school. For this purpose, the Board shall have sole and exclusive authority to approve any and all budgets prepared for the school. Once approved, no changes may be made without the Board's prior written approval. Any anticipated expenditures exceeding \$250 in the aggregate on a line item basis shall be included in the budget. No expenditures may be made or incurred unless included in the budget, excluding necessary operational expenditures not exceeding \$250, without first obtaining the Board's written approval for such expenditure. The Treasurer shall have the authority to approve, on behalf of the Board, any previously non-budgeted expenditure exceeding \$250 but not exceeding \$5,000. The Treasurer may defer judgment to the full Board on any such previously non-budgeted spending decision, if he or she deems it advisable. All previously non-budgeted expenditures exceeding \$5,000 shall require the full Board's prior written approval.

8.6 Regulations: The Head of School in collaboration with the professional staff will establish Policies and Procedures for the operation of the school to be reviewed with the Board of Directors as needed.

## ARTICLE 9 - Meetings

9.1 Annual Meeting: The Annual Meeting shall be held in the last quarter of each fiscal year at a time and place prescribed by the Directors, and shall be open to all constituents of the school community.

9.2 Special Meetings: Meetings shall be held as needed at such time and place as set forth in the notice of the meeting. Meetings may be called by the President, the Secretary, or a majority of the Board.

9.3 Board Meetings: Meetings of the Board of Directors shall be held regularly as needed to transact the business of the Association at such time and place as is set forth in the notice of the meeting. Meetings may be called by the President, the Secretary, or a majority of the Board of Directors, or by the Head of School. A minimum of six (6) meetings shall be held each year, with one of which being an Annual Meeting, at which the state of the school is presented and elections for Board members are held..

9.4 Meeting By Telephone: Any or all Directors may participate in any regular or special meeting by telephone, provided that all participating Directors can simultaneously hear each other at all times during the meeting. A Director participating by telephone shall be deemed for all purposes to be present in person at the meeting at all times during which such Director is in simultaneous contact with every other Director participating in the meeting.

9.5 Agenda Items: Any parent of a student, faculty or staff, or Board member of the school may add an item to the agenda of any board meeting with 24-hours' notice to the Head of School.