

By-Laws  
of  
Kalispell Montessori Center, Inc.

ARTICLE I  
Offices

Section 1.1

Location. The principal place of operation of the corporation shall be as provided in its Articles of Incorporation, but may be transferred to such place as the Board of Directors (aka the “Board”) may from time to time determine. Other offices may be located at such places, within or outside the State of Montana, as the Board may authorize.

ARTICLE II  
Membership

Section 2.1

Types of Members.

Regular Membership - A Regular member shall be one of the parents whose child is enrolled in the school and whose tuition has been paid, pledged or otherwise provided for to the satisfaction of the Board of Directors.

Sustaining Membership - A Sustaining member shall be any person interested in Montessori education who does not have a child enrolled in the school and who contributes One Hundred Dollars (\$100.00) or more to the corporation during the year of that person’s membership.

Scholarship Membership - A Scholarship member shall be any person interested in Montessori education who contributes an amount set by the Board of Directors as tuition for one child for one year.

Donor Membership - A Donor member shall be any person interested in Montessori education who contributes a minimum of One Thousand Dollars (\$1,000.00) to the school in one year.

Professional Membership - A Professional member shall be any person who is employed as a Montessori teacher in the school.

Special Membership - A Special member shall be any person who has been designated as such by the Board of Directors on account of that person's contribution of time or talents to the corporation.

Member at Large - A member at Large shall be all members as defined above except Professional members and the Administrator.

Community Membership - A Community member shall be any person invited by the Board to join the Board who is not otherwise a Member. (See Section 3.2).

## Section 2.2

Number of Members. The number of members, other than Regular members and members at Large, shall not exceed one-half (1/2) the number of Regular members unless specifically authorized by the Board of Directors. There shall be no limit on the number of members except as provided in the previous sentence.

## Section 2.3

Suspension of Member. Any member may be suspended for cause by a two-thirds (2/3) vote of the Board of Directors. A child of any such member may continue in the school.

## Section 2.4

Term of Membership. The term of membership of any Regular member shall expire prior to the Annual Meeting of Members at the end of the school year in which the member's child was enrolled in school unless said member's child is enrolled for the following year.

The term of any other member shall expire at the end of the academic year in which such member qualified as such.

# ARTICLE III Board of Directors

## Section 3.1

Number and Term of Office. The Board of Directors shall consist of not less than five (5) nor more than nine (9) members. A majority of the Board shall be elected from the Members at Large. The remaining members of the Board shall be chosen from the Professional members by the Professional members. The number of non-Professional members shall be one (1) more than the number of Professional members of the

Board. Board members shall be elected to two (2) year terms. Interim vacancies shall be filled by election by the Board and shall be filled for the unexpired term of the vacancy. Reelection of Board members to consecutive terms is permitted.

## Section 3.2

### Community Member on Board

In the interest of achieving a greater diversity in the make-up of the Board and to reduce the inherent conflicts of interest posed by our Board, which is made up of staff and parents of students at our school, the Board may, by unanimous agreement, invite a Community Member to join the Board, to a maximum of four Community Members. The Community Member should be chosen by the Board upon consideration of the special and/or unique perspective and expertise they can bring to the Board. A Community member shall be invited for a term of one (1) year. Consecutive terms are allowed.

As each Community member joins the Board they will alternate in occupying the seat of a Professional member and a Member at Large.

## Section 3.3

Powers and Duties. The Board of Directors shall set all general policy for the school. Such policy shall include, but not necessarily be limited to, the following:

1. Applications, interviews, admissions and expulsions of students;
2. Hiring of staff, including teachers, interns and assistants; appointment of administrator to execute these policies;
3. Curriculum and classroom furniture, furnishings and apparatus;
4. Building and capital expenditures; operating budget of the corporation; tuition and scholarship funds; salaries of all employees of the corporation;
5. Ensuring that the school adheres to and maintains the principles of Montessori education.

Members of the Board shall attend Board meetings and perform such other tasks as are assigned by the Board or the President. Three (3) consecutive unexcused absences from Board Regular meetings shall make a person liable for removal from the Board by unanimous vote of the remaining Board members. A Director is also subject to removal for conduct clearly contrary to the best interests of the corporation

as so determined by the remaining Board members.

### Section 3.4

Election of Board of Directors. At the Annual Meeting of Members, the members shall elect the at Large members of the Board from the Members at Large. When the terms of the Professional Members of the Board have expired, their positions shall be filled by the vote of the Professional Members.

(a) Candidates - Not less than fifteen (15) days prior to the Annual Meeting of Members, eligible candidates for the Board must deliver to the school a completed Candidacy Form (see Appendix 1), available from the school. Nominations shall also be made by the Elections Committee, if said committee is constituted by the Board.

(b) Notice of Candidates - Not less than fourteen (14) days prior to the Annual Meeting of Members the names of all candidates for the at Large positions on the Board shall be printed and made available to all members in the Wednesday envelopes or by some other means.

(c) Eligible voters - All members shall have the right to vote. Each family with a child or children enrolled at the school shall have one (1) vote.

(d) Voting - Voting shall be by paper ballot provided by the school and shall be delivered to the school on or before the day of the Annual Meeting of Members. Determination of election shall be by simple majority.

### Section 3.5

Student Aid. The Board of Directors shall, to the extent it deems advisable, taking into account the total number of students that can be served by the school within its academic policy and its physical limitations and taking into account the corporation's financial condition, decrease the amount of tuition of any student so that the parent, guardian or other person who has custody of said student shall be able to enroll the student in the school. The deduction from normal tuition set by the Board may be in any amount up to one hundred percent (100%) of tuition.

## ARTICLE IV Membership Meetings

### Section 4.1

#### Types of Meetings.

Annual Meeting of Members - The Annual Meeting of Members shall be held in May each year in conjunction with the Board of Directors Annual Meeting. The agenda of the Annual Meeting of Members shall be prepared by the Board.

Board of Directors Annual Meeting - The Board of Directors Annual Meeting shall be held in May at a time and place to be established by the Board.

Board of Directors Regular Meeting - The Board shall meet at Regular meetings at a time and place to be established by the Board.

Board of Directors Special Meeting - The Board shall have Special meetings upon the call of the President or upon written petition to the President by a majority of the Board or upon the written petition to the President of any ten (10) members.

Board of Directors Closed Meeting - The Board may hold a Closed meeting open only to Board members. The outcome of any Closed meeting will be posted in the Minutes of the next Board of Directors Regular Meeting.

### Section 4.2

Special Meetings. Special meetings of the Board may be called for any purpose at any time by the President or upon written petition to the President by a majority of the Board or upon the written petition to the President of any ten (10) members. Notice of a Special meeting shall be given as outlined in Section 4.3, however, if the Board determines that time is of the essence, a Special meeting may be called with no notice to the members, just notice to all Directors. In either case, the outcome of a Special meeting shall be posted in the minutes of the next Board Regular meeting. No business shall be transacted at any Special meeting except as stated in the notice.

### Section 4.3

Notices. Except when time is of the essence as outlined in Section 4.2, written notice of any meeting shall be posted at the school campus at 349 Willow Glen Dr., Kalispell, MT and reported in the Wednesday envelopes or by some other means not less than ten (10) days prior to the date of such meeting.

All members are invited and encouraged to attend all Regular, Special and Annual meetings.

#### Section 4.4

Place of Meetings. Meetings shall take place at the school campus unless otherwise ordered by the Board who may fix the place inside or outside the state of Montana.

#### Section 4.5

Procedure. All meetings shall be conducted according to Roberts Rules of Order, Revised. A quorum of Members at any meeting shall be equal to a majority of the membership. A quorum of the Board at any Board meeting shall consist of a majority of the total Board members.

#### Section 4.6

Less Than Two Professional Members. If at the time of the Annual Meeting of Members there are fewer than two (2) Professional members, and two (2) Professional members are required to be elected at such meeting, the Board shall elect, by majority rule, any member to such position on the Board.

### ARTICLE V Officers

#### Section 5.1

Election. During the Board of Directors Annual Meeting, the Board shall elect the following officers from the Board, for a term of one (1) year: President, Vice President, Secretary and Treasurer. One person may hold the positions of Secretary and Treasurer simultaneously.

#### Section 5.2

President. The President shall conduct all Board of Directors meetings and shall be responsible for carrying out the policies set by the Board. The President may appoint Board members or others to committees to assist in these duties.

### Section 5.3

Vice President. The Vice President shall assist the President and assume the Presidents duties in the Presidents absence.

### Section 5.4

Secretary. The Secretary shall be responsible for taking minutes at all meetings of the Board of Directors and Members. The Secretary shall be responsible for all notice requirements outlined herein.

### Section 5.5

Treasurer. The Treasurer shall oversee the custody of the corporate funds and shall assure that the administration keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the President and approved by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the President or the Board, taking proper vouchers for such disbursements and shall render to the President and the Board, at the Board's Regular meetings, or whenever they may require it, an account of all transactions as Treasurer of the financial condition of the corporation. The Treasurer shall make an annual report at the Board of Directors and Members Annual meeting.

### Section 5.6

Other Authority. The Board of Directors may, in its discretion, direct any officer of the corporation to perform such actions and to have such authority as the Board shall deem necessary, including the authority to perform actions delegated to another officer by the above Sections of this Article.

### Section 5.7

Vacancies. If the office of any officer becomes vacant the Board of Directors, at the Board meeting following the occurrence of the vacancy, shall choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI  
Object of the Corporation

The objects and purposes of this corporation are to operate and use its property for the promotion of education and to engage in activities ancillary thereto. No substantial part of the activities of the corporation shall consist of attempting to influence legislation. The corporation shall not participate in any political campaign on behalf of any candidate for public office.

ARTICLE VII  
Non-Discrimination

No person shall be denied enrollment in any educational facility or activity operated or carried on by the corporation on account of race, creed, gender or place of national origin.

ARTICLE VIII  
Amendments

These By-Laws may be amended. The proposed amendment together with the existing By-Laws shall be made available to all members, and notice of the proposed amendment shall be given to all members. Any amendment to the By-laws must be approved:

(a). by the Board; and

(b). by the members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

ARTICLE IX  
Fiscal Year

The fiscal year of the corporation shall be determined by the Board of Directors.

These revised By-Laws adopted by the Board of Directors at the Board of Directors Meeting on the    day of    , 200 , pursuant to Article VIII of the By-laws.

The Original By-Laws adopted by the Board of Directors at the First Meeting of the Board of Directors on the 1st day of September, 1980 (with subsequent amendments) is appended hereto as Appendix 2.



Appendix 1 – Candidacy Form

Kalispell Montessori Center Board of Directors Candidacy Form

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone number: \_\_\_\_\_

E-mail address: \_\_\_\_\_

Special area of expertise that you could bring to the Board:

In a brief paragraph or two, please state your reason(s) for interest in sitting on the Board:

Have you been involved in service to the Montessori community?

Signed: \_\_\_\_\_

Date: \_\_\_\_\_