

**MONTESSORI CHILDREN'S SCHOOL OF KEY WEST, INC.
BY-LAWS (REVISED AS OF May 2010)**

ARTICLE I – PARLIAMENTARY AUTHORITY

1. Robert's Rule of Order, Revised, will govern the conduct of business at all meetings of the Montessori Children's School of Key West, Inc. in all cases in which they are applicable and not in conflict with the Charter of By-Laws.

ARTICLE II – FISCAL MATTERS

1. The fiscal year will be from July 1st to June 30th.
2. Operating budget is derived from tuitions, fund raising, and interest earnings. Other donations are spent as designated by the donors or approved by the Board of Directors.
3. The Board must approve the annual budget for the following fiscal year no later than the end of the current school year.
4. Any expenditure falling within the Board approved budget does not need further approval.
5. Any expenditure that was not approved in the budget must have Board approval before disbursement regardless of sum.
6. Any expenditure by the Head of School or by a Committee Chair person in excess of \$500.00 that was not approved in the budget must be approved by a majority vote of the Board of Directors before disbursement. Any sum that is either approved in the annual budget or by a majority vote of the Board of Directors may be disbursed on the signature of one board member of the Executive Committee or by the Head of School.

ARTICLE III

1. Each parent, legal guardian, of any child currently enrolled in the Montessori Children's School of Key West, Inc. is a corporation member entitled to all rights and privileges of membership. Community Board members are Corporation Members who are to be admitted upon application to and accepted by the Board of Directors. Corporation members will be admitted without regard to race, creed, sex or political affiliation.
2. Membership lists will not be published or made available outside the Montessori Children's School of Key West, Inc. except where, in the opinion of the Board of Directors, the furnishing of such lists in confidential status to a legitimate, responsible, public, or private agency will be in the best interests of the members and will serve constructively the purpose of the Montessori Children's School of Key West, Inc.
3. Each member family is required to contribute 20 hours to the Work Pay program annually. Each member family is also required to contribute 5 hours to any fundraising event annually.

4. No member or employee will make representation to any public official or body, or speak or act publicly in the name of the Montessori Children's School of Key West, Inc. without prior approval from the President of the Board of Directors.

ARTICLE IV – CORPORATION MEETING

1. Meetings will be held three times a year in September, January, and May by the third Thursday of the month.
2. Special meetings of the Corporation may be called by the Board of Directors upon a 51% vote and must be called by the president upon the written request of 51% of the Corporation members. The call for the meeting will state the business to be transacted. No other business may be transacted at this meeting.
3. Written or telephone notice of the meetings of the Corporation must be given to all members.

ARTICLE V – BOARD OF DIRECTORS

1. The interest and the advancement of the Corporation will be under the direction and supervision of the Board of Directors and they will, subject to the Articles of Incorporation, and to the By-Laws of the Corporation, have general oversight of all the work of the Corporation.
2. The Board of Directors will be composed of:
 - a. The immediate past President of the Corporation, if he/she wishes to serve.
 - b. A total of six corporate members elected by the membership of the Corporation.
 - c. Three Directors appointed by a majority vote of the Board of Directors. The elected Directors and the past president can choose among current Corporation members and non-Corporation members, including former Corporation members and other members of the community.
3. Board members are elected for two year terms cycled so that one-third of members are up for election each year in this manner:
 - a. The past President will serve a one year term;
 - b. Of the six corporation members elected to the Board, two will be elected each year;
 - c. Of the appointed Director's, one will be appointed each year.
 - d. In the event there is no ready successor to replace the President, the President's term may be extended for up to two additional years.
4. No compensation will be paid to any member of the Board of Directors when acting as a Board member, other than out-of-pocket expenses approved by the Board.
5. No Board member can vote on matters which he/she has a financial interest.
6. Paid staff members or family of paid staff members may not serve on the Board of Directors.
7. Any action of the Board of Directors may be reviewed at the next corporation meeting or special meeting called for this purpose, on written request, by any three members in good standing. Such an action may be altered or rescinded by a two-thirds vote, provided no irrevocable rights of third parties will be affected by such revision or alteration; and further provided that the Corporation attorney concurs that said action will

not expose the Corporation to legal liability. The Board of Directors will present through the President at Corporation meetings a report of its transactions.

8. Meetings of the Board of Directors will be held monthly. When possible, the minutes of the previous Board meeting along with the agenda and Board items should be distributed to all Board members for their review prior to the ensuing Board of Directors meeting.
9. A special meeting of the Board of Directors may be called by the President or by any three Board members at a place to be determined by the President. The call will state the reason for the meeting and the specific business to be transacted. No other business, other than that specified in the call, may be transacted at the meeting.
10. A quorum of the Board of Directors will be five members, provided all members of the Board have been notified of the meeting.
11. When a decision by the Board of Directors is needed at once and it is not practical for all members to be present at a Board meeting, Board members may instruct proxies to cast their votes and such proxies are bound when so instructed. This information must be presented to the President in writing.
12. Board members may miss no more than three consecutive meetings without prior approval of the Board. If a member should miss three consecutive meetings without prior approval by the Board, the Board is within its rights to elect a new member to replace the member who has been absent.
13. The Board will schedule two joint meetings annually with staff members at dates determined by the Head of School

ARTICLE VI – NOMINATIONS AND ELECTIONS OF BOARD MEMBERS AND OFFICERS

1. The Nominating Committee will be appointed by the President in April of each year and consist of three Corporation members in good standing. Prior to the election month of May, the Secretary will notify all Corporation members of the nominations of the Nominating Committee immediately upon receiving the complete slate from the Committee. The Nominating Committee will be responsible for collecting nominations from the Corporation for the election of the Board members at the voting meeting.
2. Elections will be conducted under the same rules as govern decisions on the other major issues. Members may instruct proxies to cast their votes and such proxies are bound when so instructed. Written proof of such instruction must be presented to the President. The report of the Nominating Committee will be read. The President will also invite nominations from the floor for each vacant position. Each person nominated from the floor must signify his willingness to serve if elected. If the person nominated from the floor is not present, he/she must have indicated in writing his/her willingness to serve.
3. Voting will be by secret ballot.
4. The chairperson of the Nominating Committee will serve as head teller. The President will appoint two other tellers to serve with him/her. The tellers will count the votes and give the count to the President, who will announce the vote before the end of the business session. To be elected, a candidate must receive a majority of votes cast for that position.
5. The newly elected Board members will take office effective at the close of the meeting.

6. The first order of business for the Board members is to choose the appointed Directors at the next scheduled meeting of the Board of Directors.
7. Once the appointed Directors have been chosen, the board must elect from its ranks by secret ballot a President, Vice-President, Treasurer and Secretary.
8. When during the course of the year, there is a vacancy on the elected Board, any nominees not elected during the prior year's May elections will be asked to replace the vacancy for a two year term. If there are no nominees available from the previous year's election, the Board of Directors may elect a new member to serve for a two year term. Any additional vacancy that occurs among the elected Board members will call for an election of that position. The President will appoint a special nominating committee to collect nominations to the Board from the Corporation members. A special election of the corporation membership will be conducted by written ballot. No corporation meeting need to be held to conduct this election. The school year in which the election takes place shall be considered the first year of the two year term the elected person is to serve.

ARTICLE VII – OFFICERS

1. The President will preside at all the Board of Directors and Corporation meetings of the Montessori Children's School of Key West, Inc. The President will be the chief executive and will exercise supervision over the work of all the committees and that of the other officers. The President will, with the advise of the Board of Directors appoint all standing and special committees, and will designate a chair person for each committee. The President will have such powers and duties as prescribed by the By-Laws and will have in general the powers and duties normally associated with the office of the President. The President must serve for one year on the Board of Directors before election as president. The president may not serve more than three consecutive terms of office.
2. The Vice-President will perform the duties of the President in his/her absence or disability. The Vice-President will aid the President in the performance of such duties as may be assigned by the President. Should the office of the President become vacant, the Vice-President will automatically be elevated to that office. The Vice-President will act as parent/staff liaison in cases demanding third-party intervention.
3. The Secretary will keep an accurate record of the proceedings and business transacted at all meetings of the Board of Directors and the Corporation. The Secretary will be the custodian of the records of the Corporation. The Secretary will keep an accurate record of the membership and the names and addresses of the officers and the members. The Secretary will issue notices of all meetings. All minutes of the Board meetings as well as the minutes of the last Corporation meeting will be made available by the Secretary at regular meetings of both the Board and Corporation, and to all members of the Corporation.
4. The Treasurer will be responsible for supervising the financial affairs of the school. The Treasurer will prepare for distribution to the Board at its monthly meeting: an income statement and balance sheet of the previous month and year-to-date which compares actual to budget.

ARTICLE VIII – COMMITTEES

1. The President will be a standing member of all committees. Each committee will serve until the next annual election, but the President may discharge any committee and fix the duration of its activities.

2. The Board of Directors may appoint special committees as may be desirable to facilitate the work of the Corporation. The Board of Directors will define the duties of each such committee and fix the duration of its activities.
3. All committee members will, at the time of their appointment, be Corporation members in good standing. However, the President may appoint other persons such as educational and professional leaders to serve with a committee in an advisory capacity.
4. Each committee will report promptly and by the most appropriate means available to the Board of Directors as required by the President.
5. The Board, at its discretion, can vote to suspend the membership composition of any committee except for the Executive Committee.
6. The President, with the approval of the Board, will appoint those committee chairs as required to carry on the continuing functions of the Corporation, including:
 - a. House and Grounds Committee
 - b. By-Laws Committee
 - c. Scholarship / Financial Committee
 - d. Finance Committee
 - e. Public Relations Committee
 - f. Fundraising Committee
 - g. Development/Planning Committee
 - j. Hospitality Committee

The Head of School will be a standing member of all committees, where appropriate.

Of those committees named above, the following will be chaired by a member of the Board of Directors to be designated by the Executive Committee:

- a. Scholarship Committee
 - b. Finance Committee
 - c. Fundraising Committee
 - d. Nominating Committee
- 7.
- a. The House/Grounds Committee will be responsible for maintenance and renovation of the school under recommendations of the Head of School and approval of the Board of Directors.
 - b. The By-Laws Committee will be composed of, but not limited to, the Chairperson, one Board member, one non-Board member, and a Director/Directress. The Director/Directress will serve in an advisory capacity and make recommendations for any changes which are deemed necessary. The By-Laws Committee will be responsible for: making recommendations and revisions regarding the by-laws for Board approval prior to January Corporation meetings; and making any additional amendments or revisions for Board approval prior to the final corporation meeting of the fiscal year.

- c. The Scholarship/Financial Aid Committee will consist of an Executive Committee member and two other corporation members. The Committee will be responsible to make recommendations to the Board regarding students in need of financial assistance and to solicit scholarships from the community.
- d. The Finance Committee will be composed of, but not limited to, the Treasurer, one other Board member and one other Corporation member. The Committee will be responsible for: preparing in conjunction with the Staff Committee and the Staff, the annual budget for Board approval no later than the first Board meeting in April; and making recommendations regarding the fiscal matters of the School.
- e. The Public Relations Committee will be responsible for promoting the school in a positive manner to the community at large.
- f. The Fundraising Committee will be composed of, but not limited to, a Board member and a Corporation member. The Committee will be responsible for organizing, promoting, and accounting for at least one major fundraising event per year.
- g. The Development/Planning Committee will consist of, but not limited to, one board member, two non-board members and a director/directress. The Committee will be responsible for researching and reporting to the Board current and long term financial planning including, but not limited to, building maintenance and repair, expansion, enrollment and staffing strategies.
- h. The Staff Committee will consist of the President and any other members of the Executive Committee who wish to serve. The President may appoint up to two Board members to the Staff Committee. The Staff Committee will attend no less than one staff meeting per month and will act as a liaison between the staff and the Board. The Committee will be responsible for making recommendations to the Board regarding the hiring and dismissal of all contractual staff. The Staff Committee will work closely with the staff on a continuing basis and may initiate advertising vacancies and interview job applicants for contractual staff positions. Board members will be given the opportunity to interview applicants for contractual positions. The Staff Committee meetings will be held with the staff committee members only, to protect the rights, privacy, and confidentiality of the staff, students and Corporation members.
- i. The Newsletter Committee will be responsible for gathering articles for and insuring the production of the school's monthly newsletter.
- j. The Hospitality Committee is responsible for organizing the all school parties and providing any snacks and refreshments for Corporation meetings and holiday parties.

ARTICLE IX – PROFESSIONAL OBSERVATIONS

1. The Corporation will employ a person who is Montessori certified to observe each classroom every other year or at the discretion of the Board. The observer will submit written reports to the Board of Directors. These observations will be no less than two classroom hours.

ARTICLE X – DISCRIMINATION POLICY

1. The Board of Directors and officers will in no way discriminate on the basis of race, religion, sex or national origin in the selection of employees, students, and scholarship children.

ARTICLE XI – HEAD OF SCHOOL

1. The Board of Directors will employ a Head of School whose duties will be to carry out the objectives and policies of the Board of Directors. He/she will report directly to the Executive Committee and will have the authority to hire and discharge all employees other than the Academic Director/Directress and the teaching staff in accordance with personnel policies established by the Board of Directors.

ARTICLE XII – ACADEMIC DIRECTOR

1. The Board of Directors may employ an Academic Director/Directress whose duties will be to ensure the school maintains the highest standard of academic excellence. He/she will report directly to the Head of School and the Executive Committee. He/she will have the responsibility to propose and implement academic policies in accordance with the wishes of the Head of School and the Board of Directors.

ARTICLE XIII – AMENDMENT OF BY-LAWS

1. These By-laws may be amended by a majority vote of the Corporation members present at the Corporation meeting where such changes are on the agenda. The Corporation will have two opportunities to amend the By-laws at Corporation meetings. Any amendments that are approved by the Corporation will go in to effect at the beginning of the next fiscal year.