



Amended By-Laws

Article I – Name

The name of this organization is the Montessori School of Casper (hereinafter referred to as “School”).

Article II – Affiliations

This School may affiliate with any organization so long as that affiliation is consistent with and promotes the goals of this School and the Association of Montessori International – USA (“AMI-USA”).

Article III – Purpose

The purpose of this School shall be the operation of an educational institution based upon the principles of Dr. Maria Montessori and in accordance with AMI-USA principles.

Article IV – Membership

Section 1: Qualification as a Member

The School shall have membership distinct from the Board of Directors. Members shall consist of the parents or guardians of a child. Parents or guardians of a child shall become Members when notified of the admission of their child to the school under its tuition and admission policies, this may be amended from time to time. Membership shall not be transferable.

Section 2: Termination as a Member

Membership shall terminate upon withdrawal of the child or at the end of the school year unless an application for re-enrollment is filed prior to the end of the school year. Membership resulting from such application for re-enrollment terminates at the beginning of the next school year if the child is not re-admitted.

Section 3: General Powers

The Members shall have the power to elect and remove Board Members as articulated herein these By-Laws. Further, they shall have the power to vote on issues or topics the Board of Directors have, by resolution, determined in their sound discretion should be decided by the majority of the Members.

Section 4: Voting

Members shall have one vote per family/household, which must be exercised in person.

Section 5: Committees

Members may hold positions on ad hoc/advisory committees to the Board of Directors.

Article V – Meetings of Members

Section 1: General Meetings

The School shall hold a minimum of two (2) general meetings (“General Meeting”) a year with one general meeting being in the Fall semester of the school year and one general meeting being in the Spring semester. The time and place of the General Meeting shall be at a date and time determined by the Board of Directors, and notice shall be sent to all Members pursuant to Article V, Section 4 below.

Section 2: Special Meetings.

A special meeting (“Special Meeting”) of the Members may be called at any time by the President or the Board of Directors. Members may also call a Special Meeting if at least 10% of all Members sign, date and deliver to the Secretary a written demand for a Special Meeting. The request for a Special Meeting by the Members shall describe the purpose for which the meeting is to be held. Once a request for a Special Meeting by the Members is received by the Secretary, the Secretary shall schedule and provide written notice to all Members of the date, time, and location of the Special Meeting along with the requested purpose of the Special Meeting. If the Members call a Special Meeting, it must be held within thirty (30) days of the request. At any Special Meeting, only those matters within the purpose described in the meeting notice may be discussed.

Section 3: Notice of Member Meetings

The Administrator shall provide written notice to all Members stating the time, date and place of a General Meeting by mail or e-mail no fewer than ten (10) days and no more than sixty (60) days before the date of the meeting.

The Administrator shall provide written notice to all Members stating the time, date and place of any Special Meeting. The written notice of a Special Meeting shall briefly describe the purpose or purposes of the Special Meeting. The written notice shall be sent by mail, e-mail, telephone message, or other method reasonably calculated to effect reasonable and actual notice of the Special Meeting to all Members, and shall be provided as reasonably practical prior to the date of the meeting.

Section 4: Quorum

Twenty-five percent (25%) of the votes entitled to be cast on a matter shall constitute a quorum on that matter at a meeting of the Members.

Section 5: Voting

Members must vote in person, and Members will not be allowed to vote by proxy.

Article VI – Board of Directors

Section 1: General Powers

The business and affairs of the School shall be managed by the Board of Directors.

Section 2. Eligibility and Qualification

Any member of this School is eligible to hold office. Only one parent/guardian or member of a household may be a Board of Director member during any term in office. Members of the community, or those outside the current membership, will also be eligible to hold board terms including, but not limited to, family or household members of the School's current staff. However, if a staff member's family or household member is on the Board of Directors, he or she may vote on all matters except those affecting the staff member's employment or compensation.

Section 3. Election of Board Members

The Board Nominating Committee shall nominate candidates for the Board of Directors and present them to the Members of the School at the Spring General Meeting for election. At the Spring General Meeting, the Members of the School shall vote by majority vote whether to elect the candidates to the Board of Directors.

Section 4: Terms

Terms for Board Members shall be for a period of three (3) years. Terms shall coincide with the fiscal year of the School, July 1 to June 30, of each year. Terms of the Board Members shall be staggered so that, if possible, one-third of the Board Members are replaced (or re-elected) each year.

Section 5. Voting

Members of the Board of Directors should, if possible, exercise their voting rights in person. Provided, however, that the Board of Directors may take action upon an affirmative vote of a majority of the members of the Board, conducted electronically. Record of the action shall be recorded in the minutes of the next regularly scheduled meeting of the Board.

Section 6. Conflict of Interest

In the event of a conflict of interest between a Board Member(s) and an item of discussion/decision; either the Board Member(s) may recuse themselves from the vote OR the unbiased Board Members may call for a vote to recuse the affected Board Member(s), with a simple majority vote. Board Members with a direct relationship to a current staff member shall recuse themselves from discussions/decisions regarding staff member employment or compensation.

Section 7. Resignation

A Board member who resigns for any reason is replaced by a simple majority vote of the other members of the Board. The criteria for asking a Board member to resign is as follows: three unexcused absences from scheduled meetings; unwillingness to work on committees; or unwillingness or inability to work on large projects. If for any reason a directorship on the Board of Directors becomes vacant the Board of Directors may fill the unexpired term by a majority vote of those present to complete the remaining term.

Section 8. Removal

Any officer or director may be removed from office by a two-thirds vote of the general membership at any duly called general or special meeting.

A petition for removal containing the signatures of fifteen voting members or twenty percent of the total membership, whichever is greater, shall be submitted to the Board Secretary. Voting on removal of officers or directors shall be secret. Upon receipt by the Secretary of a petition for removal duly executed in accordance with this section, the President must subsequently call a special meeting to be held within fourteen (14) days after receipt of such petition. The purpose and the date of this meeting must be announced by written notice to all members at least seven (7) days prior to such a meeting.

Section 9. Number of Members of the Board of Directors

The Board of Directors shall consist of up to fifteen (15) members with a minimum of three (3) members being from outside the current parent membership. All Board members shall attend Board meetings and special functions of the school. The Administrator shall serve as one of the fifteen members, which will not count as one of the members from outside the parent membership.

Section 10. Quorum

The Board of Directors shall not conduct business in the absence of a quorum, which shall consist of two thirds (2/3) of the Board members.

Section 11. Board Meetings

The Board must meet prior to any General Meeting and at any other time when called by the President, the Administrator, or by request of a majority of Board Members. All Board meetings are open to the general membership. When necessary the Board may move into executive session in order to discuss issues of a confidential nature. This requires a motion from the floor and a majority vote of the Board members present. During executive session votes will not be taken nor will minutes be recorded. The Board must reconvene to open session before action can be taken.

Section 12. Approval of Budget

The Budget Committee shall propose a budget for the ensuing school year which is then voted on and approved by the Board of Directors prior to drafting annual membership contracts.

Section 13. Officers of Board

Section 13.1 Election of Officers

The Board of Directors shall annually elect a President, Vice President, Secretary, and Treasurer at the beginning of each fiscal year.

Section 13.2

13.2.1. President: The President shall: be the executive officer of the corporation; preside over meetings of the Board and general membership meetings; assign duties to other Board members as appropriate; and enforce Robert's Rules of Order. The President shall be a non-voting Member except in the case of a tie vote, at which time the President will cast the tie-breaking vote. The President shall be a member of the Board Nomination Committee.

13.2.2. Vice-President: The Vice-President shall: assume the duties of the President in the absence or resignation of the President; perform such other duties as may from time to time be assigned by the President of the Board; be President-elect; be chairman of the scholarship committee; appoint members to the scholarship committee; and enforce Robert's Rules of Order.

13.2.3. Secretary: The Secretary shall: maintain accurate and complete minutes of all meetings of the Board and general membership; take roll at all board meetings and general meetings; and perform such other duties as established by the Board or President.

13.2.4. Treasurer: The Treasurer shall: be responsible for overseeing the receipt, disbursement, and safekeeping and auditing, if any, of all the School's money and for making full and complete reporting and disclosure upon such receipts, disbursements and audits; oversee the payment of expenses established by and in accordance with the approved budget and pay all expenses not permitted by the approved budget with the approval of the Board; and perform such duties as assigned by the Board or President. The Treasurer shall chair and appoint members to the annual budget committee.

Section 14. Compensation

Board Members are volunteers and therefore Officers and Board Members shall not receive any compensation for their services. This section shall not prohibit any Officer or Board Member from receiving reimbursement of expenses where such expenses are actually incurred on behalf of the School and authorized by the Board of Directors.

Section 15. New Elected Board Members Obligations

New Board members may begin attending meetings in May before their term in July to get acquainted and ensure the continuity of the Board from year to year. The new Board members have no vote in May or June, but may offer their opinions and suggestions.

Article VII – Committees

Section 1. General Power to Establish Committees

The Board of Directors may appoint such standing committees and/or ad hoc committees as it deems necessary for the effective governing of the School.

Section 2. Standing Committees

The Board of Directors shall have the following standing committees:

Section 2.1: Finance/Budget Committee

The Finance Committee shall be responsible for establishing the budgeting procedure, recommending annual budget to the Board for approval, and periodically reviewing financial performance against the budget; establishing and reviewing financial controls; managing and reporting on the annual audit to the Board, if applicable; considering and recommending financing for long range capital projects, etc... The Finance/Budget Committee shall be chaired by the Treasurer of the Board.

Section 2.2: Scholarship Committee

The Scholarship Committee shall be responsible for reviewing scholarship applications and allocating available scholarship funds to qualifying recipients. The committee shall consist of one community Board Member (not a parent of a currently enrolled MSC student), the Administrator, and the Board of Director Vice President. The Community Member and Administrator shall be responsible for preserving anonymity of the scholarship applicants and the Vice President shall be responsible chairing and assembling a committee to determine eligibility and allocation of available scholarship funds. The committee assembled by the Vice President may consist of parent members who have indicated an interest in serving on the scholarship committee.

Section 2.3: Board Nomination Committee

The Board Nominating Committee shall be responsible for recommending nominees for the Board of Directors. The Board Nominating Committee shall have at least three (3) members who will serve one-year terms, with one member designated as chairperson by the other committee members. The Board Nominating Committee shall consist of at least one Board Member, one Member of the School, and one staff member of the School.

Section 3: Ad Hoc/Advisory Committees

The Board of Directors shall have the power to create two (2) types of ad hoc committees at its discretion:

Section 3.1: Committees of Board Members

The Board of Directors may designate one or more committees by resolution adopted by a majority of the Board Members present at a meeting at which a quorum is present, which shall be comprised of two or more Board Members. To the extent provided for by the resolution of the Board of Directors, each committee shall have and exercise the authority of the Board of Directors in the management of the School. However, the delegation of such committees and the delegation of authority of the committee shall not operate to relieve the Board of Directors, or any individual Board Member, of any responsibility imposed on it or him or her by law. All committee meetings should produce minutes or oral reports for presentation at the Board meetings.

Section 3.2: Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the School may be designated by resolution

adopted by a majority of the Board Members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, each such committee shall have a least one member of the Board of Directors on the committee. The President of the Board shall appoint the members thereof and may appoint persons who are not members of the Board. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal. All committee meetings should produce minutes or oral reports for presentation at the Board meetings.

Article VIII – Contracts, Loans, Checks, Deposits and Gifts

Section 1. Contracts

The Board of Directors may authorize any Officer or Officers, agents or agents of the School, in addition to the Officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or may be confined to a special instance. Without such written authorization, the Board of Directors shall be the only one to enter into, execute and deliver any contract on behalf of the School.

Section 2. Loans

No loans shall be contracted on behalf of the School and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to special instances.

Section 3. Checks, Drafts, and Orders

All checks, drafts or other orders for the payment of money, issued in the name of the School, shall be signed by such Officer or Officers, agent or agents, of the School and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the School.

Section 4. Deposits

All funds of the School not otherwise employed shall be deposited from time to time to the credit of the School in such banks, trust companies or other depositories as the Board of Directors may elect.

Section 5. Gifts

The Board of Directors may accept, on behalf of the School, any contribution, gift, bequest or devise for any purpose of the School.

Article IX – Administrator

Section 1. General Powers

The Administrator is responsible for the general operation of the School with oversight by the Board of Directors. The Administrator shall also maintain an accurate and up-to-date membership list; maintain such other files or records as may be required by law, the President, or the Board; and shall give proper notice of all meetings of the Board or general membership in accordance with these bylaws.

He or she shall supervise the maintenance of all records, preparation of reports, collection of expenditures against the budget. He or she shall work with the Treasurer to prepare monthly statements on income and expense and shall, with the President, prepare a complete annual report on the School's activities and finances. He or she shall report to the Board of Directors on a monthly basis.

The Administrator may employ and supervise the staff necessary to carry on the work of the School and set their compensation within the limits set by the Board.

Section 2. Member of the Board of Directors

The Administrator shall serve on the Board of Directors in an ex-officio capacity and may vote on all matters except those affecting his or her employment or compensation.

Section 3. Appointment of Administrator

The Board of Directors shall appoint the Administrator, and his or her compensation shall be set by the Board.

Article X – Books and Record

The School shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep at the Administrator office a record giving the names and addresses of the Board Members entitled to a vote, and shall keep at the Administrator office a record of the names and address of the Members entitled to a vote. The books, records, and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any Board Member. The School's articles of incorporation and the bylaws of the

School shall be available for inspection by any Board Member, during reasonable business hours, at the Administrator office of the School.

Article XI – Seal

The Board of Directors shall have the authority to provide if it so chooses, a corporate seal, which shall contain, among other things, the name of the School.

Article XII – Waiver of Notice

Whenever any notice is required to be given under the provisions of and in accordance with Wyoming Statutes or under the provisions of these By-Laws, a waiver therefore in writing signed by the person or persons entitled to such notice, whether before or after the time state therein, shall be deemed equivalent to the giving of such notice.

Article XIII – Amendment of By-Laws

Except as otherwise provided herein, these By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of two-thirds (2/3) vote of the Board of Directors then holding office at any regular or special meeting of the Board.

Article XIV – Insurance

The Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Board Member, officer, employee or agent of the School against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the School would have the power and/or obligation to indemnify him or her against such liability.