

**Montessori Multicultural School, Inc. d/b/a Creative Minds Montessori School
EIN 20-4971719**

Bylaws

Article I – Name and Seal

1.01 Name

The name of the Corporation shall be set forth in the Articles of Incorporations as Montessori Multicultural School, hereinafter referred to as MMS.

1.02 Fictitious Name

MMS will conduct business under the fictitious name “Creative Minds Montessori School”.

1.03 Seal

The seal of MMS shall conform to the standard and requirements of the State of Florida. The seal shall be entrusted to the Secretary of the Corporation and shall be used to authenticate all officially recorded acts of the Board.

1.04 Office

The principal office of MMS shall be located in Lee County, Florida.

Article II – Purpose

2.01 Purpose

The purpose of MMS shall be to operate and conduct business as a charitable organization as described in Section 501(c)(3) of the Internal Revenue Code in order to promote and advance Montessori education for the children of Southwest Florida.

2.02 Political Activity

No substantial part of the activities of MMS shall consist of carrying on propaganda or otherwise attempting to influence legislation. MMS shall not participate in nor intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate for public office.

2.03 Internal Revenue Law

Notwithstanding any other provision of these Articles, MMS shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

Article III – Objectives

3.01 Objectives

- a. MMS provides Montessori education to children, ages 2 ½ to 12, in an environment conducive to learning, inclusiveness, and social and scholastic achievement. MMS does not discriminate on the basis of race, religion, sex, national origin or physical ability.
- b. MMS provides education to parents and the public on the principles and values of Montessori education.

Article IV – Membership

4.01 Membership Categories

There will be two membership categories: General Members and Executive Board Members. Those individuals designated as Directors in the Articles of Incorporation constitute the Executive Membership.

4.02 General Membership

General membership shall consist of parents and guardians of current students and such other persons of the general public, as agreed by a majority-in-interest of the Board of Directors, who attend the annual meeting and agree to membership.

- a. The families and persons will agree to membership in MMS annually. This agreement will be in writing and be filed with the Secretary at the annual meeting. Completion of annual registration forms is considered agreement to membership.
- b. Members are encouraged to give financial support to the general program.
- c. Members are expected to volunteer their time and talents to further the goals of MMS. Each family will be required to devote thirty hours of service to the school, which can include, but is not restricted to, field trips.

Article V – Board of Directors

5.01 General Powers

The Board of Directors shall manage the affairs of MMS.

5.02 Number & Composition

The number of Directors shall be no more than seven but not less than three as may be designated by resolution of a majority of the Board of Directors. Each Director shall have no more than one vote, except in cases of a tie vote, at which time the President will cast the deciding vote. All members of the Board of Directors (hereafter Directors) are members of the Corporation. Directors selected shall have demonstrated an interest in MMS's objectives and shall indicate a willingness and availability to work for the furtherance of these objectives. At least 2/3 of the Directors shall be teachers and/or parents of students at MMS.

There shall be no more than one voting member per family on the Board of Directors. The Board of Directors must also include at least one but no more than two teachers. If no teacher puts his or her name forward for nomination, the Board shall appoint a teacher by a majority vote. When more than two teachers wish to serve on the Board, the Board shall choose two by a majority vote.

The Administrator for the school will be a non-voting member of the Board. Additional voting or non-voting members may be appointed by the Board of Directors and affirmed by a majority vote of the general membership.

5.03 Election & Term

Board members will be elected by a majority of the general membership at a meeting called for that purpose. Notice of this meeting must be given to the membership in writing at least thirty days in advance. The existing Board may present a slate of nominations at that meeting. Nominations from the floor will also be accepted.

A Director will be elected to a term of two years. Directors may be re-elected to an unlimited number of consecutive terms. So that the entire Board is not re-elected every two years, half of the first elected Board of Directors will be elected to serve a one-year term and half a two-year term.

5.04 Duties of the Board

The Board of Directors shall determine the policies, procedures, fiscal matters, employment of staff, personnel policies and, in general, assume responsibility for the guidance of the affairs of the Corporation. The Directors may delegate authority for these and other matters to the Administrator or to member committees. The intent of the Board is to consider the opinions and desires of the general members.

5.05 Qualifications

- a. Willingness to endorse and support MMS's mission and to help further the mission.
- b. Willingness to commit time and effort to the endeavors of the Corporation and the Board.
- c. The ability to be objective, have a broad perspective and maintain confidentiality.
- d. Proposed Directors shall be subject to a background check, including but not restricted to criminal records and pending cases.

5.06 General Meetings

Regular meetings of the general membership will be held no less than four times a year.

5.07 Regular Meetings

Regular meetings of the Board of Directors will be held no less than nine times per year. Directors are expected to attend these meetings. Three unexcused absences within the year is cause for review and possible removal from the Board of Directors. Regular meetings of the Board of Directors will be open for observation to the General Membership, except for those parts of the meetings devoted to individual family cases involving such issues as scholarships and discipline, where it is deemed prudent to protect the family's confidentiality. Minutes from these meetings will be available to the general membership.

5.08 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of any Director. The person or persons authorized to call special meetings of the Board may fix any place or time for holding any special meetings of the Board.

5.09 Notice

Notice of any special meeting of the Board of Directors shall be given at least three days prior to any meeting date, including a statement of the purpose of the meeting.

5.10 Quorum

A majority, one-half plus one, of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

5.11 Manner of Acting

The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

5.12 Informal Action

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

5.13 Vacancies

Vacancies in the Board of Directors shall be filled by election by the remaining Directors. The person selected will serve until the next General Membership meeting called to elect members of the Board of Directors.

5.14 Removal of Director/Officer

Any Director or Officer may be removed by a 4/5 vote of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby.

5.15 Qualifications for Voting

No member of the Board of Directors shall vote upon any subject in any aspect of which he/she may be considered to have any vested interest unless he/she has disclosed said vested interest and 4/5 vote of the Board in attendance vote to allow his/her vote.

Article VI – Officers

6.01 Officers

The principal officers of the Board shall be a President, Vice President, Secretary and Treasurer.

6.02 Election and Term of Office

The Board of Directors shall select the officers of MMS annually.

6.03 President

The President shall preside at all meetings of the Board of Directors and shall perform all duties as may be prescribed by the Board.

6.04 Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties as may be assigned to him/her by the Board of Directors.

6.05 Treasurer

The Treasurer shall serve as the Chair of the Finance Committee, and oversee the Scholarship Committee. The Treasurer shall be responsible for the budget of MMS, and for overseeing the duties performed by the Administrator.

a. Administrator

The Administrator shall be a member of the Finance Committee, and shall have custody of all of the funds of the Corporation, monitor all receivables, payables and deposits in the MMS account. The Administrator shall be responsible for the maintenance and reporting of such books of account and records as conform to the requirements of all local, state and federal laws as well as the bylaws.

6.06 Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors; give all notices in accordance with the provisions of the bylaws or as required by law; be custodian of the corporate records and keep a register of the mailing address of each member of the Board. All minutes must be approved by each Board Member before they are published and available to the General Membership.

Article VII – Committees

7.01 Committees

Directors shall serve on one or more of the standing Committees established by the Board.

7.02 Ad Hoc Committees

The President of the Board shall have the authority to establish any Ad Hoc Committee for the accomplishment of a specific task and shall appoint a Chairperson and members of the Committee. In general, these Committees will develop recommendations for consideration by the Board of Directors.

7.03 Vacancies

Vacancies in the membership of any committee, including the Chairperson of such committee, shall be filled by appointment made in the same manner as provided in the case of the original appointments.

7.04 Quorum

Unless otherwise specified by the Board of Directors, a majority of one-half plus one of the whole committee shall constitute a quorum for all business conducted.

7.05 Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Article VIII – Contracts, Checks, Deposits and Funds

8.01 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of MMS, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MMS. Such authority may be general or confined to specific instances.

8.02 Checks and Drafts

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of MMS, shall be signed by such officer or officers, agent or agents of MMS as shall from time to time be determined by resolution of the Board of Directors.

8.03 Deposits

All funds of MMS shall be deposited in a timely manner to the credit of MMS in such banks, trust companies or depositories as selected by the Board of Directors.

Article IX – Books and Records

9.01 Books and Records

The MMS shall keep current and complete books and records of all accounts. The minutes of the proceedings of the Board of Directors and Committees shall be maintained. An independent professional bookkeeping firm shall conduct an annual financial review on the corporate books and records before the annual meeting. A report based on the review results will be prepared for and presented at the meeting to be held the last week of May.

Article X – Amendments to the Bylaws

10.01 Amendments

The bylaws may be altered, amended, repealed or adopted by a quorum of the Board of Directors. Notice of intent to change bylaws shall be given to the general membership thirty days in advance at which time members will be provided a copy of said changes.

Article XI – Parliamentary Authority

11.01 Parliamentary Authority

“Roberts Rules of Order” shall be the parliamentary authority for all matters of procedures not specifically covered by these bylaws.

Article XII – Action Requiring Approval by the Board of Directors of MMS

12.01 Board Action

Action by the Board of Directors of the following matters shall be effective only upon the written consent of 4/5 of the Directors.

- a. Borrowing money for capital needs of MMS or cumulated borrowing in excess of one hundred thousand (\$100,000) dollars for any purpose.
- b. Entering into any transaction outside the ordinary course of business of operating the program.
- c. Entering into any contract, the performance of which may require a year or more, or is not expressly included in the current annual budget.
- d. Purchase, sale, lease, disposition of MMS property of assets.
- e. Approval of the annual budget.
- f. The sale, merger, or combination of MMS with another legal entity.

Article XIII – Dissolution

13.01 Dissolution

MMS may be dissolved by a 4/5 vote of the Board of Directors.

13.02 Assets

In the event of the dissolution of MMS, the assets remaining after the discharge of all liabilities shall be assigned to a charitable institution or institutions as designated by the Board of Directors.

Article XIV – Indemnification

14.01 Indemnification

MMS shall indemnify and hold harmless each Director, Officer or member from and against any and all claims and liabilities to which such persons shall become subject by reason of his/her having heretofore or hereafter been a Director, Officer or member, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director, Officer or member and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of his/her own gross negligence or willful misconduct.

Article XV – Discipline

15.01 Discipline

All Executive Board Members and General Members shall be bound by the School Discipline Policy as laid out in the MMS (CMMS) Parent and Student Handbook.

