



# **Montessori Children's House of Laramie**

## **Bylaws**

The following constitutes the Bylaws of Montessori Children's House of Laramie, Inc., a non-profit corporation (MCHL). The following Bylaws were adopted and duly signed by the Directors.

### **Mission**

The Montessori Children's House of Laramie is a private, non-profit preschool committed to providing an authentic Montessori experience.

Our mission is to educate and develop the whole child by nurturing a love of learning, positive character, and peace within each student.

### **Article I. Names and Offices**

The name of the corporation shall be Montessori Children's House of Laramie, Inc., herein referred to as the Corporation. The principle offices of the Corporation shall be in Albany County, State of Wyoming. The Corporation may also have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

## **Article II. Purposes**

The purpose for which this non-profit corporation is organized is to operate a private, non-profit pre-school in Laramie, Wyoming following the Montessori pedagogy.

The Corporation is not formed for pecuniary or financial gain.

- 1) Members of the Board of Directors must publicly disclose to the membership any conflict of interest or potential conflict of interest from which they or their families may benefit financially during the course of the Corporation's business.
- 2) Members of the Board of Directors who have a conflict of interest from which they may benefit during the course of the Corporation's business, may not vote on that matter.

## **Article III. Board of Directors**

### **Section 1. Duties**

It shall be the duty of the Directors of the Corporation to:

- 1) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- 2) Act in the interest, and at the recommendation, of the committees, being held accountable to the committees for any and all action taken by the Board and any of its directors.
- 3) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of MCHL.
- 4) Establish admission requirements and school policies including membership limits and tuition. These shall be in accordance with city, county, state, and federal restrictions or requirements.
- 5) Establish the school calendar.
- 6) Supervise all officers, committees, agents, and employees of MCHL to assure that their duties are performed properly.
- 7) Manage the expenditures of MCHL funds. Members of the Board of Directors shall approve an annual operating budget related to operations of the program.
- 8) Members of the Board of Directors shall be expected to make an annual monetary contribution to the corporation. In-kind donations of time shall be accepted in lieu of a monetary contribution.
- 9) Meet at such times and places as required by these Bylaws.

- 10) Inform the secretary of the corporation of any change in address or telephone number.

## **Section 2. Membership**

The Board of Directors may be composed of a combination of parents or guardians of the School's enrollees, Friends of Laramie Montessori Board Members, and community members. At least one member of the Board of Directors shall be a non-parent member. The Head Teacher/Director of Staff will serve as a non-voting member of the Board.

## **Section 3. Terms**

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

1. The number of Directors of the Corporation shall be at least five and not more than seven.
2. Each Director shall serve a two year term. All seats shall be on a two year staggered terms basis.
3. Directors shall be elected by the Members at the Annual Meeting of the Membership.
4. A vacancy occurring in any Director's seat shall be filled for the unexpired term at the next regularly scheduled meeting by a majority vote of the remaining Directors.
5. Directors shall serve without compensation.
6. A majority vote of all Members of the Board of Directors may remove a Member of the Board of Directors for just cause. "Just Cause" is hereby defined as one or both of the following activities:
  - 1) Chronic non-attendance of regularly scheduled Board meetings; which is defined as failure to attend fifty percent of meetings in a six month period, and/or
  - 2) Acts of moral turpitude, including acts against persons under eighteen years old, or pecuniary interests.

## **Section 4. Meetings**

1. Regular Meetings: Regular meetings of the directors shall be held to conduct Corporation business.
  - A. The Board shall establish a schedule for meetings.
  - B. The Board shall meet no less than six times per year.
  - C. Board meeting date and time shall be decided by the Board and made known to the members of the corporation.
  - D. Meetings shall not exceed 3 hours in length.
  - E. Members of the Corporation shall be allowed to attend regular meetings.
2. Annual Meeting of the Board of Directors: The Annual Meeting of the Board of Directors shall be held in April or May of each year for the purposes of electing

officers, adopting the annual budget, and discussing past and future programs and finances. The annual meeting date and time shall be decided by the Board and made known to the members of the corporation.

3. Special Meeting of the Board of Directors: The Board may schedule Special Meetings to conduct Corporation business. Special meeting date and time shall be decided by the Board and made known to the members of the corporation.
4. Executive Sessions: The Board may schedule Executive Sessions separately from regular Board Meetings for these reasons:
  - 1) To discuss personnel matters which may damage the reputation(s) of person(s) involved, unless the person(s) waive(s) right to a private meeting.
  - 2) To discuss legal matters or labor negotiations when the release of such information could injure the interests of the Corporation.
5. Robert's Rules of Order shall preside during all MCHL meetings in cases for which the MCHL Bylaws or the MCHL Policies and Procedures do not address.

### **Section 5. Voting**

1. Each Director holds voting rights and privileges counting as one.
2. A quorum shall consist of 51% of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
3. The Board shall attempt to achieve unanimity in all voting situations. However, action may be taken by a majority of those present.
4. Proxy votes shall not be allowed at any meetings of the Corporation by Board members.
5. Board members may telephonically attend and participate in meetings, and vote on Corporation business during such participation.
6. Electronic votes may be used to conduct Corporation business. In the case of an electronic vote, the Chair will send a ballot to all Directors and a quorum of Directors shall "reply to all" in order for the vote to be valid. Action may be taken if the majority of those who reply support the motion. The ballot and all replies will be recorded in the minutes of the next board meeting.

### **Article IV. Officers of the Board of Directors**

1. The Board of Directors shall elect officers from among its body. Such positions shall include Chair, Vice Chair, Secretary, and Treasurer. The Director of Staff may not serve as the Chair of the Board.

2. The newly elected Board shall elect its officers at the Annual Meeting.
  - A. Officers shall serve a one year term.
  - B. The Board, by a three-fifths (3/5) majority vote of Directors, may remove an officer for just cause (as outlined herein) and/or fill a vacancy.
2. Chair: The Chair shall serve as the official representative of and spokesperson for the corporation, shall preside at Board meetings, shall be the main point of contact with the Director of Staff, and shall perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Directors. He /she may sign with the Secretary or any other Officer on the Board such deeds, mortgages, contracts, or other instruments which the Board shall have authorized to be executed, except where execution thereof shall be expressly delegated by statute to some other officer of the Board.
3. Vice Chair: The Vice- Chair shall assist the Chair, and shall perform the duties of the Chair in the absence or disability of that officer to act.
4. Secretary: The Secretary shall see that the minutes of all meetings are recorded, and shall note the votes of the Board by name. The Secretary shall distribute the minutes of each meeting prior to the next regularly scheduled meeting and shall maintain an accurate file of the minutes. The Secretary shall keep files on all Corporation activities and correspondence, and shall be responsible for annual non-profit corporation reports as required by the State and/or Federal government(s). The Secretary shall also conduct the election of the Board Members at the Annual Meeting of the Membership and maintain a list of the Members of the Corporation.
5. Treasurer: The Treasurer shall have custody of all of the Corporation's funds, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors. The Treasurer shall keep the Board apprised of overall finances and cash flow, shall make a full report at the Annual Meeting, and shall propose the following year's budget. The Treasurer shall also maintain such books and accounts and records as conform to the requirements of these Bylaws and to the tax-exempt status administered by the U.S. Internal Revenue Service, and shall submit such documentation as is required by the U.S. Internal Revenue Service.
6. Directors-At-Large: Up to 3 Directors -At-Large shall attend board meetings and may chair or serve on Board committees.

## **Article V. Members of the Corporation**

### **Section 1. Membership**

Without discrimination as to race, color, religion, sex, sexual orientation, gender identity, national origin, disability or protected veteran status or any other characteristic protected by law, membership of the corporation shall be granted to:

- 1) Parents or guardians of children accepted for enrollment upon completion of admission requirements, and
- 2) Employees of the Corporation.

Membership in the corporation is not transferable or assignable.

### **Section 2. Duties**

It shall be the duty of the Members of the Corporation to:

- 1) Abide by the admission requirements and policies of the school.
- 2) Elect the Board of Directors.

### **Section 3. Annual Meeting of the Membership**

The Annual Meeting of the Membership shall be held in April or May of each year for the purposes of the presentation of a year-end report by the Board Chair, presentation of a yearly financial report by the Board Treasurer, and election of the Board of Directors by the Members.

### **Section 4. Election of the Board of Directors**

The Secretary shall also conduct the election of the Board Members at the Annual Meeting of the Membership. The Secretary shall accept nominations for the Board of Directors from Members of the Corporation, the Board of Directors, or Staff. Nominees may be self-nominated. The deadline to nominate persons to the Board of Directors shall be 1 week prior to the Annual Meeting of the Membership. All nominees must satisfy the requirements for Membership of the Board of Directors (Article III Section 2) to be included on the ballot.

Members shall be entitled to one vote per enrolled student to elect the Board of Directors.

### **Section 5. Removal of a Director of the Board of Directors**

A majority vote of Members of the Corporation at a Special Meeting of the Membership may remove a Director of the Board for just cause as defined in Article III, Section 3. The vote to remove a Director shall take place according to these stipulations:

- 1) A notice of the motion to remove a Director of the Board is made available to the membership fifteen (15) days' prior to a meeting in which the motion is considered.

- 2) A quorum of least 50% of the votes of the Members of the Corporation is present at the Special Meeting of the Membership, where votes are defined as one vote per enrolled student.

## **Article VI. Committees of the Board**

The Board of Directors shall create Standing Committees and Ad Hoc Committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. All committees shall be defined by way of a motion from the Board. The motion to approve a committee shall reference a charter for the committee detailing the committee purpose, membership, and authority. Charters for ad hoc committees shall include a well-defined ending in terms of work product or Board action.

## **Article VII. Finances**

### **Section 1. Fiscal Year**

The fiscal year shall be from June 30 to July 1.

### **Section 2. Budget**

An annual operating budget shall be approved by the Board of Directors for each fiscal year. The budget will be presented and approved at the Annual Meeting of the Directors.

### **Section 3. Ad Hoc Annual Budget Committee**

The Treasurer shall organize and chair an annual ad hoc budget committee to prepare a general operating budget for the upcoming year. This committee shall consist of at least the Treasurer and the Director of Staff. The treasurer shall select members for this committee. This committee will be selected at least sixty (60) days and not more than ninety (90) days before the annual meeting. This committee will be dissolved when the annual budget is approved by the Board. It shall be the responsibility of the Treasurer to present the annual budget to the Board of Directors for its approval.

### **Section 4. School Treasury**

The Treasurer shall be responsible for depositing funds and balancing the school's financial accounts. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select. The Treasurer shall be responsible for providing reports to the Board at each Board meeting.

### **Section 5. Prudent Reserve**

The school shall establish a policy to maintain a prudent reserve of a specified number of months operating expenses. The monthly operating expenses amount shall be established by the Treasurer and Annual Budget committee. Surplus above and beyond the prudent reserve (funds generated by fundraising programs, donations, etc.) may be utilized for expenditures by the Board and/or Director of Staff upon Board approval.

### **Section 6. Spending Limits**

The Director of Staff and officers of the Board of Directors may utilize funds in accordance with the approved annual budget. Within the scope of their position, each Board Member may prudently utilize funds as he/she deems necessary to fulfill their responsibilities (e.g. photocopies, newspaper ads, etc.). The Director of Staff may utilize funds without prior approval in an amount determined by resolution of the Board of Directors. In case of an urgent need of funds beyond a Board Member's general duties, two Board members and the Chair of the Board, together, may authorize funds needed.

### **Section 7. Checks and Drafts**

All checks, drafts, or orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be approved by the Board. These shall be signed by the Treasurer of the current Board of Directors. Checks over \$1,000 shall be signed by the Treasurer and at least one other Board Member. Checks over \$5,000 shall be signed by the Treasurer and at least two other Board Members.

### **Section 8. Gifts**

The Board of Directors may accept on behalf of the Corporation any donation, contribution, or gift for the general purposes or for any special purpose of the Corporation.

## **Article VIII. Contracts**

### **Section 1. Contracts**

Only officers on the Board of Directors may enter into contracts for the corporation or to execute and deliver any instrument in the name of, and on behalf of, the corporation.

## **Article IX. Staff**

### **Section 1. Head Teacher/Director of Staff**

There shall be a paid Head Teacher who shall also serve as the Director of Staff. The Head Teacher shall be responsible for the continuity of the school program. He/she shall be hired by the Board. The Head Teacher shall meet the requirements of the State of Wyoming with

regard to preschool certification. There shall be an annual contract with the Head Teacher outlining his/her responsibilities, wages, hours, etc. There shall be opportunity for annual performance evaluation of the Head Teacher by the Board of Directors.

### **Section 2. Teaching Staff**

There shall be paid assistant teachers of the School who shall be responsible for implementing the school program. All teaching staff shall be hired by the Director of Staff. There shall be opportunity for annual performance evaluation of teaching staff members by the Director of Staff.

### **Section 3. Additional Personnel**

Additional personnel, as required, shall be hired by the Director of Staff. The Director shall make provisions for substitute teachers when necessary, and shall have the authority to hire and compensate substitute teachers.

## **Article X. Amendment of Bylaws**

These Bylaws shall be amended according to these stipulations:

- 1) A copy of the Bylaws with the proposed amendments is made available to the membership fifteen (15) days' prior to a meeting in which amendments are considered.
- 2) At least 2/3 of Directors votes to approve the amended Bylaws at a Board meeting, or a simple 51% majority of the votes of the Members of the corporation, represented by one vote per enrolled student, present at any general membership or special meeting vote to approve the amended Bylaws.

Electronic votes shall not be used to amend Bylaws.

**ADOPTION OF BYLAWS**

We, the undersigned, represent the initial Directors of the MCHL Board and we consent to, and hereby adopt the foregoing Bylaws, consisting of the preceding pages, as the

**Bylaws of Montessori Children’s House of Laramie.**

Dated: \_\_\_\_\_

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