

BYLAWS OF
THE MONTESSORI SOCIETY OF CHAMPAIGN-URBANA

ARTICLE I: NAME

SECTION 1. Name. The name of this Corporation is: The Montessori Society of Champaign-Urbana, hereinafter the “Society.”

ARTICLE II: PURPOSES

SECTION 1. Purposes and Objectives. The purposes and objectives of the Society are as follows:

- A. To establish and maintain schools in which the Montessori approach to education is used.
- B. To teach, counsel, and otherwise instruct children of all ages according to the pedagogical principles and means of the apparatus of the Montessori approach.
- C. To provide full or partial scholarships for students, and/or to provide full or partial scholarships for persons who are qualified to undertake Montessori training.
- D. To provide all necessary suitable and advisable material and spiritual resources which implement the promulgation of the Montessori approach to education specifically including, but not limited to, providing and equipping schools, training teachers, promoting research, supplying a speakers bureau, maintaining an information center, conducting adult orientation courses and study groups, and promoting ideas which continue the tradition of Maria Montessori.

ARTICLE III: STRUCTURE

SECTION 1. Not-For-Profit Corporation. The Society shall be operated as a not-for profit corporation. No part of the net earnings of the Society shall inure to the benefit of any Member or individual except for services rendered or goods purchased or the repayment of debt. In the event of dissolution, the assets of the Society shall be distributed to an organization which is organized for educational purposes and exempt from tax as described in Section 501(c) of the Internal Revenue Code of 1986, as amended.

SECTION 2. Financial Management. The Board of Directors may borrow money from its Members or others for carrying out the purposes of the Society, provided said loans shall not bear interest in excess of the legal rate; may accept gifts from any source; and may in its sole discretion authorize the extending of credit for tuition to Members.

SECTION 3. Fiscal year. The fiscal year shall be from August 1 of each year until July 31 of the following year.

ARTICLE IV: MEMBERSHIP

SECTION 1. Anti-Discrimination Policy. Membership in the Society shall be open to all individuals regardless of race, gender, sexual orientation, religion, disability, national or ethnic origin.

SECTION 2. Membership. The term “Member” includes those holding the following types of Membership:

- A. **Family Membership.** Family Membership is for a set of parents/legal guardians (not to exceed two) of a child enrolled in the school who have paid a yearly nonrefundable fee on or before the first day of the school year in an amount determined by resolution of the Board of Directors. In the event the child’s parents are divorced, the parent with sole custody of the child shall be entitled to the Family Membership unless that parent otherwise designates in writing. In the event divorced parents share joint custody of the child and are both responsible for payment of the Membership fee and tuition, then both parents shall share the Family Membership, otherwise the Family Membership shall be held solely by the parent who has the financial responsibility for the Membership fee and tuition payments unless that parent otherwise designates in writing. In the event of any questions regarding who is entitled to exercise the privileges of the Family Membership, the Board of Directors of the Society shall have full authority to determine the matter.
- B. **Life Membership.** Life Membership is for any adult who has paid a one-time, nonrefundable fee in the amount of at least \$1,000.00 to the Society on or before the first day of the school year. A Certificate of Gratitude may be issued to each Life Member. Life Membership is also available to individuals eligible for Family Membership.
- C. **Ex-Officio Membership.** Ex-Officio Membership is for Members of the Society’s Board of Directors for a period of two (2) years after such Director has completed a full term on the Board. Ex-Officio Membership shall not apply if the individual continues as a Member under any other type of Membership. The purpose of Ex-Officio Membership is to allow and encourage individuals who have dedicated their time, effort and energies to service on the Board of Directors to continue their Membership in the Society for a period of two (2) years thereafter so that the Society and its other Members may have the benefit of the continuity of their knowledge, information and perspective on matters submitted to a vote of the Members.
- D. **Patron Membership.** Patron Membership is for any entity that has paid a one-time, nonrefundable fee in the amount of at least \$1,000.00 to the Society on or before the first day of the school year. A Certificate of Gratitude may be issued to each Patron Member.
- E. **Interested Membership.** Interested Membership is for an individual adult interested in Montessori education who has paid a yearly nonrefundable fee on or before the first day of

the school year in an amount determined by resolution of the Board of Directors. This fee may be waived by resolution of the Board of Directors in circumstances with respect to which the Board determines the best interests of the Society are served by such waiver. Such circumstances may include, by way of example, when a qualified individual is willing to serve on the Board of Directors but does not have a child enrolled in the school.

- F. **Faculty/Staff Membership.** Faculty/Staff Membership is for an individual employee of the Society, currently employed with the Society for an average of sixteen (16) hours a week or more, who has completed a minimum of three years of employment at the start of the academic year. The annual membership fee shall be waived for each individual qualifying for a faculty/staff membership.

SECTION 3. Mailings. All current Members shall receive all general mailings of the Society.

SECTION 4. Endowment Fund. The Society shall maintain an endowment fund. A portion of the Membership fees, as determined by resolution of the Board of Directors, shall be deposited in the Society's endowment fund.

SECTION 5. Suspension or Dismissal of Membership. The Board of Directors shall at all times have the right to suspend or dismiss a Member after such Member has been adjudged by the Board of Directors to be acting contrary to the best interests of the Society or to be otherwise unfit for Membership as determined by a vote of two thirds (2/3) of the Board of Directors, provided that said Member shall be afforded the opportunity to appear and address the Board at a special meeting of the Board of Directors called for such purpose prior to such vote being taken. The Member subject to suspension or dismissal shall be notified of the meeting at which such Member shall have the opportunity to address the Board at least thirty (7) days prior to the date of such meeting by written notice personally delivered or sent by certified or registered mail, return receipt requested, to the last known address or addresses of said Member.

ARTICLE V: MEMBERSHIP DUTIES and RIGHTS

SECTION 1. Participation. Members shall participate in the operation of the Society and in supporting the activities of the Society to the extent determined by the Board of Directors.

SECTION 2. Voting. Unless otherwise required by Illinois law, voting by Members on any matter may be by ballots that may be distributed by, and voting may be conducted by, mail, email, in person and by any other manner determined by the Board of Directors to be reasonably efficient and secure, including voting through any website established by the Society for this purpose with appropriate identity verification procedures. A record of votes cast and the identity verification procedures for any vote conducted electronically shall be maintained for a reasonable period of time after the results of the vote are announced. Except as provided below with respect to voting by Family Members, each Member who is current in their financial obligations to the Society shall be entitled to one (1) vote except as noted below. In the event of a Family Membership where the two (2) individuals who hold

the Family Membership (“Voting Parents”) do not share the same opinion about matters presented for a vote by the Society’s Members, the Voting Parents will be allowed to split their Family Membership vote. Each Voting Parent may cast one-half (1/2) vote on each matter presented to the Membership for a vote.

SECTION 3. Membership Meetings. The regular annual Membership meeting of the Society for the election of Directors, and for such other business as may be brought before the Membership shall be held in February, March, or April of each year as determined by the Board of Directors. A special Membership meeting may be called by the President, any three (3) Directors, or upon the written request of twenty (20) Members. The then-current edition of Robert’s Rules of Order shall govern the conduct of all meetings of the Society and its parts, except as provided in these bylaws or in the Society’s articles of incorporation.

SECTION 4. Informal Action by Members. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting, upon written consent setting forth the action to be taken and approved in the manner as provided by Illinois law.

SECTION 5. Notices of Meeting. Notices of all Membership meetings shall be posted in the school location of the Society and mailed or otherwise distributed to all Members by at least fifteen (15) days prior to such meeting, unless more notice is required by any other provision of these bylaws.

SECTION 6. Quorum. A quorum for the purpose of voting at Membership meetings shall be twenty (20) Members, provided that due notice has been given according to the requirements of these bylaws. A quorum being present, a majority vote of those Members present and entitled to vote shall be sufficient to conduct all business at a Membership meeting, except that a resolution to dissolve the Society may be adopted only after all Members have been notified of the resolution at least sixty (60) days prior to the meeting at which the resolution is to be voted upon, and then only after receiving at least two thirds (2/3) of the votes entitled to be cast at said meeting.

SECTION 7. Election of Directors. Directors shall be elected to succeed those whose terms will expire at the end of the current school year. The election shall be held in February, March, or April of each year as determined by the Board of Directors and may be conducted at the annual Membership meeting or as otherwise specified in these bylaws. Each Member may vote for as many Directors as there are vacancies (up to 3 appointed by the current Board of Directors, and up to 2 elected by the general Membership). The candidates receiving the highest number of votes shall be elected.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. General Powers. The Society shall be managed by its Board of Directors, in collaboration with the Head of School. The Board shall seek the input of the Directresses and individuals appropriately schooled in the principles and application of the Montessori method in academic matters.

SECTION 2. Number. The number of Directors shall be not less than eight (8) and not more than fifteen (15). The number of Directors may be increased or decreased from time to time by the amendment of this section. No decrease shall have the effect of shortening the term of any incumbent Director. Every effort shall be made to represent an equal interest between the Elementary and Primary programs within the Board of Directors.

SECTION 3. Composition of the Board. At least one third (1/3) of the Directors shall hold a Family Membership, however not more than one (1) Director from any household or from any set of Voting Parents shall serve on the Board simultaneously. No Director or any relative of a Director shall be a salaried or hourly employee of the Society.

SECTION 4. Qualifications; Appointments; Elections. Each year three (3) Members of the Board of Directors shall be appointed by the current Board of Directors and up to two (2) Members of the Board of Directors shall be elected by the general Membership as specified in Article V, Section 7 of these bylaws and shall be eligible for re-election. The Director who also serves as the Treasurer of the Society shall be the one (1) of the appointed Members of the Board and shall be eligible for re-appointment. If the Treasurer ceases to act as Treasurer for any reason, the Board shall appoint a successor to begin a new term, which will end in the third December following the appointment.

SECTION 5. Term of Office. Directors shall be appointed or elected each year to replace those Directors whose terms have expired. Directors shall be appointed or elected on staggered terms of three (3) years each, with three (3) Directors to be appointed and up to two (2) Directors to be elected at each annual Membership meeting.

Appointed and elected Directors as well as current Directors shall declare their candidacy for board positions for the upcoming year, and the current Board of Directors shall vote on these positions no later than 4 weeks before the scheduled May organizational meeting. Appointed and elected Directors shall take office at the time of the organizational meeting in May and serve until their successors have been duly elected and shall have qualified or until such Director shall die, resign or shall have been removed in the manner hereinafter provided. Election of a Director shall not of itself create contract rights.

SECTION 6. Directors-elect. From the date of their election until they take office, Directors-elect shall be notified of all Board meetings and shall be privileged to attend the meetings and participate in all discussions, including participation in closed sessions at the discretion of the current Board, but shall not have the right to vote.

SECTION 7. Organization Meeting. An organization meeting of the Board of Directors shall be held in May of each year. Said meeting shall be attended by the current President, the current Directors whose terms are expiring, and the Directors-elect.

SECTION 8. Board Meetings. The meetings of the Board of Directors shall be held according to a schedule determined by the Board, but with no fewer than four (4) regular Board meetings scheduled

quarterly during the fiscal year. Any Member of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Special meetings of the Board of Directors may be called by the President or at the request of any three (3) Directors. The Board of Directors will also participate in one (1) annual strategic planning meeting, to be held in January or February of each year. The strategic planning meeting will focus on long term planning and vision of the Society.

SECTION 9. Nominations. Nominations for Directors shall be made by the Governance Committee. Notice of the upcoming appointment and election of Directors and a request for nominations shall be given in writing to all Members of the Society at least six (6) weeks in advance of the election so that Members may submit nominations in writing to the Governance Committee. The report of the Governance Committee shall be included in the notice of the annual election.

SECTION 10. Vacancies. In the case of a vacancy on the Board of Directors caused by death, resignation or other reason the Board shall appoint an individual to fill the remainder of the term.

SECTION 11. Resignation and Removal of Directors. A Director may resign at any time, upon written notice to the Board of Directors. Such resignation shall take effect at the time specified and, if no time is specified, at the time of receipt by the Board President or Secretary. A Director may be removed with or without cause from the Board of Directors by either a two-thirds (2/3) vote of the remaining Directors or a majority vote of the Members, in either case at a meeting called for that purpose; provided, however, that notice of the intended action must be given in writing to the Director concerned and to all Directors at least thirty (30) days prior to the meeting at which the action is to be taken. In the event that a Director resigns or is removed from the Board, at the Board meeting following the removal, the Board of Directors shall vote on and record in the minutes whether or not that Member can run for a Board position in the future. A letter shall be sent by the President of the Board following said Board meeting stating whether or not the removed or resigned Member can run for a Board position in the future. Said letter shall be copied and attached to the meeting minutes.

SECTION 12. Quorum. A majority of the Board of Directors shall constitute a quorum. At all meetings of the Board of Directors, each Director shall have one (1) vote. A quorum being present, a majority vote of those present and entitled to vote shall be sufficient to conduct all business meetings of the Board of Directors.

SECTION 13. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Illinois law, these bylaws, or the articles of incorporation.

SECTION 14. Informal Action. Whenever the Board of Directors or any committee of the Board of Directors is required or permitted to take action by vote, such action may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the Members of the Board or of the Committee then in office.

SECTION 15. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless: (i) the Director objects at the beginning of the meeting or promptly upon the Director's arrival to the holding of or the transacting of business at the meeting; (ii) the Director actually votes against or abstains from the action taken and such dissent or abstention is entered in the minutes of the meeting; or (iii) the Director votes against or abstains from the action taken and delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or promptly upon review of the draft minutes of the meeting if the minutes do not correctly reflect the Director's vote. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

SECTION 16. Committees. The Board of Directors shall have the power to delegate any of its authority under these bylaws to individual Board Members or Standing Committees but shall in no way be relieved thereby of its responsibility for proper administration of the operations of the Society.

SECTION 17. Employees. The Board of Directors is responsible for employing the Head of School. The Board is responsible for determination and regular review of the annual salary of the Head of School. The Board, in collaboration with the Head of School, will identify short-term and long-term expectations and goals for the Head of School, consistent with the needs of the Society.

SECTION 18. Conflict of Interest. In the event that a conflict arises involving a board member's child or board member, with any directress or administrator, said board member may not vote in any resolutions pertaining to this matter, but must act in the same manner and with the same authority as a non-board member parent.

SECTION 19. Term Limits. Board Members may serve for no more than two consecutive terms. If a board member chooses to serve a second term, prior to being approved for the general election, the current board member must receive a nomination by a majority vote of the current board for the ability to be re-elected for a second term. If a board member is nominated by a majority vote of the current board, then they may be appointed for a second term or enter the general election process.

SECTION 20. Commitment Contract and Goals. On an annual basis, the Board of Directors is expected to sign a contract, committing to active participation in the meetings of the Board of Directors and committees for which the Director is a Member. Each Director will establish annual goals in line with the strategic mission and vision of the Society.

ARTICLE VII: OFFICERS

SECTION 1. Number. The Board of Directors shall annually elect from their own number the following officers: President, one (1) or more Vice Presidents, and a Secretary. Any two (2) or more offices may be held by the same person.

SECTION 2. Election and Term of Office. The officers of the Society shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the new Board Members are elected. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The term of each office shall be one (1) year. If at all possible, outgoing officers shall be available to assist the newly elected officers as needed, up to a period of four (4) weeks from the date of the annual organizational meeting. Officers may be re-elected. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with a two-thirds ($\frac{2}{3}$) vote of entire current Board of Directors, whenever, in its judgment, the best interest of the Society would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed per Article VI Section 11.

SECTION 4. President. The President shall be the principal executive officer of the Society. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the Society; he or she shall see that the resolution and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He or she shall preside at all Membership meetings and meetings of the Board of Directors. He or she shall be Ex-Officio Member of all committees of the Society, and shall execute on behalf of the Society any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Society. The President shall make a written report of his or her presidency to Members of the Society at least fifteen (15) days prior to the annual Membership meeting, therein describing the state of the Society. After a President's one (1) year Presidency term expires and if they have reached their three (3) year term limit as a Board of Director they shall serve as an Ex-Officio Board Member, in the Past President role, for up to one (1) additional year to support the newly elected Board President, and shall be entitled to notice of and to attend all meetings of the Board of Directors, but shall not be entitled to vote. If a President is not re-elected until the end of their three (3) year term then this newly incoming Past President, who will be starting the 2nd or 3rd year of their term as a Board Director, can also run for other Board positions/offices or serve on a board committee and remain entitled to voting rights.

SECTION 5. Vice President. The Vice President (or in the event there be more than (1) one Vice President, each of the Vice Presidents) shall assist the President in the discharge of his or her duties as the President and may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be

more than one (1) Vice President, the Vice Presidents in the order designated by the Board of Directors, or by the President if the Board of Directors has not made such designation, or in the absence of any designation, then in the order of seniority of tenure as Vice President) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances, in which the authority to execute is expressly delegated to another officer or agent of the Society, the Vice President (or each of them if more than one (1)) may execute any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed.

SECTION 6. Secretary. The Secretary shall (a) keep a record of the minutes of the Membership Community Committee and Board of Directors' meetings; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of all records and of the seal of the Society; (d) keep a register of the post office address of each Member which shall be furnished to the Secretary or the Head of School by such Member; (e) have authority to certify the bylaws, resolutions of the Society as true and correct copies thereof, and (f) perform all duties incident to the office Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall be custodian of the funds of the Society and shall be bonded at the expense of the Society if so required by a resolution of the Board of Directors. The Board of Directors shall have the authority to appoint a Treasurer-appointee at the September meeting prior to the calendar year in which the new Treasurer is to begin his or her term, and such Treasurer-appointee shall serve from September 1 until January 1 of the next calendar year when he or she shall become the Treasurer. The Treasurer shall serve a three (3) year term that commences on January 1 of a calendar year. The Treasurer shall be a Director of the Society subject to all provisions of the bylaws relating thereto until expiration of his or her term. As Treasurer-appointee, the person will meet with the Treasurer and work on financial matters for the Society as directed by the Treasurer. During the person's term as Treasurer-appointee, he or she shall attend all regular meetings of the Board of Directors, but will not have the right to vote. Additional powers and duties of the Treasurer shall be as follows: (a) disburse funds to pay all proper and ordinary expenses of the Society and such other expenses as authorized by the Board of Directors, keeping account of all receipts and disbursements; (b) be an Ex-Officio Member of all committees of the Society concerned with the financial affairs of the Society; (c) participate in and handle annual planning and budgeting sessions with the Board of Directors; (d) submit to the Board of Directors at a meeting designated by the Board of Directors prior to the start of the fiscal year a prepared budget for that year; (e) submit interim financial reports at regular meetings of the Board of Directors and submit to the Society at the annual meeting a written report of the financial condition of the Society; (f) train the Treasurer-appointee to assume the position of Treasurer during the last four months of his or her term.

SECTION 8. Salaries. The Board of Directors, including Officers shall not be compensated.

ARTICLE VIII: ADVISORY COUNCIL

SECTION 1. Advisory Council. The Board of Directors may invite individuals to sit as Advisory Council Members of the Society or others whose counsel may be beneficial in carrying out the purposes of the Society. Advisory Council Member(s) provide current knowledge, critical thinking and analysis to increase the confidence of the decision-makers, Board of Directors, who represent the Society. Council member(s) are hand-selected and targeted for their expertise that can help fill in the gaps of knowledge to benefit the Society. Advisor council member(s) can serve in the role of a special task force, legal counsel, consultant, etc. Council member(s) can be individuals from the public at large that agree to support the vision and mission of the society as a volunteer by bond at the expense of the society.

ARTICLE IX: COMMITTEES

SECTION 1. Standing Committees. The Standing Committees of the Board of Directors shall be as follows: (A) Executive; (B) Finance; (C) Building and Grounds; (D) Fundraising; and (E) Governance. In addition to standing committees, the Board of Directors may establish a task force, led by a member of the board of Directors, as deemed necessary. It is desirable that a majority of the Committee members be Members of the Society.

SECTION 2. Appointment. The Board of Directors shall by resolution of the Board of Directors appoint the chairs and members of all Standing Committees and outline any additional goals and functions of all standing and special committees necessary or advisable for the operations of the Society. An effort shall be made to include Members who are not Directors.

SECTION 3. Goals and Functions. The general goals and functions of each Standing Committee are as follows:

- A. **Executive Committee.** The Executive Committee shall be composed of the President, Vice President, Treasurer, and Secretary. The Executive Committee will assist the Head of School with day-to-day operating decisions. The Executive Committee is responsible for establishing and maintaining a focus on the mission of the School. The Executive committee shall be responsible for assisting the Society in implementing its personnel policy, and suggesting revisions of policy to keep it consistent with current laws and developments in the area of human resource management. The Executive committee shall be responsible for overseeing the annual performance review of the Head of School and for working with the Head of School to establish short-term and long-term goals as outlined in detail in Article VI Section 17.
- B. **Finance Committee.** The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall be responsible for overseeing the formulation of the annual operating budget and recommend policies to the Board of Directors regarding the financial management and operations of the Society, including policies on purchasing, collection of accounts receivable, accounts payable, deposits and the handling of the Society's investments in a manner

consistent with the investment policy then in effect or in compliance with Illinois State Law. The finance committee shall be responsible for annual salary reviews as outlined in detail in Article VI Section 17.

- C. **Building and Grounds Committee.** The Building and Grounds Committee shall be responsible for oversight of the Society's buildings and grounds, their maintenance, improvement, conformity with safety and building codes, and identification of future needs.
- D. **Fundraising Committee.** The Fundraising Committee shall be responsible for recommending to the Board policies regarding fundraising, the acceptance of gifts, planned giving, and capital campaigns. The Fundraising Committee shall also be responsible for establishing all fundraising campaigns, with the Members and Staff assuming key roles in carrying each campaign to a successful conclusion. The Fundraising Committee, with the support of office staff, shall be responsible for the maintenance of an alumni database and alumni newsletter. The Board of Directors will endeavor to appoint individuals to this committee who have experience and expertise in the area of fundraising.
- E. **Governance Committee.** The Governance Committee shall be responsible for identifying and nominating qualified candidates for appointment or election to the Board of Directors. The Governance Committee shall also maintain a database of current and past Board Members and volunteers, and assist with identifying Members to serve on committees and task forces, on an as needed basis. The Governance Committee shall also provide financial oversight (serve in a role akin to an Audit Committee), including review of annual financial statements, review of annual tax return filings, and review of all material contracts. The Governance Committee shall be responsible for recommending to the Board, policies regarding the governance of the society, school personnel, and general school operations. The Governance Committee Chair will oversee the process to resolve any grievances filed by any member(s) of the society including Members of the society, Board of Director(s), and school employee(s). The Governance Committee shall consult advisory council member(s) as needed when the Board of Directors, Executive Committee, or School Administrator has gaps in expertise.

ARTICLE X: TUITION AND RULES FOR OPERATION OF THE SCHOOL

SECTION 1. Tuition. Tuition for the Society's school shall be approved by a resolution of the Board of Directors at a rate and under regulations which will serve the best interests of the Society.

SECTION 2. Rules. The rules for the operation of the Society's school, Parent Handbook and Staff Handbook, may be amended by the Board of Directors from time to time in cooperation with the school administration and in accordance with the purposes of the Society.

ARTICLE XI: BOOKS AND RECORDS

SECTION 2. Books. The Society shall keep accurate and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors and all Committees. All books and records of the Society may be inspected by any Director or any Member for any proper purpose at any reasonable time.

ARTICLE XII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors authorizes the Head of School or a delegate of the Head of School (i.e., Business Manager) to enter into any contract up to and including \$5000 without Board approval. Any amount over \$5000 will be brought to the Board for approval. In the absence of other designation, all such contracts and instruments shall be executed in the name of the Society by the President, or one (1) of the other executive officers, and, when so executed, no other party to such instrument or contract, nor any third party, shall be required to make any inquiry into the authority of the signing officer or officers.

SECTION 2. Loans. No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of monies, notes, or other evidences of indebtedness, issued in the name of the Society, shall be signed by the Treasurer, Vice President, or President and/or by such other officers as agents of the Society as shall be determined by resolution of the Board of Directors from time to time in accordance with the investment policy approved by the Board, as modified from time to time.

SECTION 4. Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Directors may determine.

ARTICLE XIII: INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. Indemnification. The Society shall, to the maximum extent permitted by the law of the State of Illinois, indemnify any past or present director, officer, or employee or other agents against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person as a result of any actual or threatened action or proceeding to which such person is made or threatened to be made a party by reason of the fact that such person is or was a director, officer, or employee or agent of the Society. This duty of indemnification shall be binding on the Society, its successors and assigns, and shall inure to the benefit of the heirs, executors and administrators of any such director, officer, employee or other agent. No indemnification shall be provided to any director, officer, or employee in relation to matters as to which such director, officer, or employee shall be finally adjudged to have breached his or her

duty to the Society. No indemnification shall be provided unless it is determined that the individual to be indemnified acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Society and, in criminal actions or proceedings, in addition, that such individual had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE XIV: AMENDMENT OF BYLAWS

SECTION 1. Board of Directors' Authority. Subject to the limitations set out in this Article, these bylaws may be made, altered, amended or repealed by the Board of Directors and/or the Members.

SECTION 2. Proposed Amendments. Proposed amendments may be submitted by the Board of Directors or by Members. Amendments submitted by Members shall be submitted in writing to the Secretary of the Board of Directors and shall bear the signature of at least ten (10) Members.

SECTION 3. Notice of Proposed Amendments. A copy of the proposed amendments to be considered at any meeting of the Board of Directors shall be distributed to all Members and Directors together with a notice of the time and place of the meeting at which such amendments will be considered for approval, or the date on which the ballots for the vote on the approval thereof are to be distributed. Except in the case of an emergency, approval of the proposed amendments may not be acted upon earlier than the second regular meeting (thirty (30) days later), of the Board of Directors after such amendments are distributed (at the 1st meeting, zero (0) days). Thus the earliest an emergency case for amendments to be approved is at the 2nd meeting newly elected/appointed Directors are able to attend. .

SECTION 4. Adoption of Amendments. Amendments to these bylaws shall become effective as follows:

- A. **Amendments Proposed by Members.** Any amendments proposed by Members of the Society shall become effective upon receipt by the Society of the affirmative vote of at least a two-thirds ($\frac{2}{3}$) vote of the Membership either at a meeting called for the purpose of approving such amendments or by a vote conducted as otherwise permitted by these bylaws or Illinois law.
- B. **Amendments Proposed by the Board of Directors.** The Board of Directors may approve any amendment to these bylaws by the affirmative vote of at least a two-thirds ($\frac{2}{3}$) vote of the entire Board of Directors.
- C. **Notice of Adoption of Amendments.** Notice of any amendments approved by the Board of Directors shall be given in writing to all Members promptly after the approval of such amendments. Members may object to any individual amendment. Such objection must be provided to the Secretary, noting the specific amendment being objected and shall also require the written signature and printed name of the Member making such objection. Any such objection that is signed by a Voting Parent shall count as one-half ($\frac{1}{2}$) of an objection unless

signed by both Voting Parents. An amendment approved by the Board of Directors as provided above shall become effective thirty (30) days after notice is provided to all Members, unless within that thirty (30) day period, the Society receives objections from Members entitled to vote representing objections that, if counted as votes against any amendment so approved, represent at least twenty-five percent (25%) of the votes of all Members then entitled to vote. For the avoidance of doubt, if more than one (1) amendment is approved by the Board of Directors and included in the notice set forth above, any amendments that are not objected to by at least the minimum number of objections as specified above shall become effective at the end of the thirty (30) day period, and only those amendments that are objected to by at least the minimum number of objections as specified above shall not become effective. Nothing provided in this Subsection shall preclude the approval of any amendments proposed by the Board of Directors in any other manner permitted by these bylaws or Illinois law.

- D. **Subsequent Approval of Amendments After Member Objection.** In the event any amendment approved pursuant subsection B fails to become effective as a result of objections of Members as set out therein, such amendments may not thereafter be voted upon by the Board in substantially the same form for a period of at least six (6) months, however the Board of Directors may at any time submit any such amendments for approval by a vote of the full Membership.

**APPROVED AS OF July 11, 2024 and REVISED BY MSCU BOARD OF DIRECTORS
Governance Chair on September 5, 2024.**

**Please sign and date acknowledging that you, a Board of Director, have read and agree to
adhere to and execute the Bylaws as written to the best of my ability for the Montessori
Society of Champaign-Urbana.**

Signature: _____

Name: _____

Date: _____/_____/20____