

# **Corvallis Montessori Society Bylaws**

## **Article I**

The registered name of this Corporation is: Corvallis Montessori Society, Incorporated.

## **Article II**

This Corporation will be operated as a nonprofit Corporation.

## **Article III**

### **Purpose and Objectives**

The purpose and objectives of this Corporation are to establish and maintain a Montessori school that educates children according to the tradition established by Dr. Maria Montessori as defined by Association Montessori Internationale.

The school shall be operated in a manner that will maintain its accreditation by Association Montessori Internationale. Should such accreditation be withdrawn, or should the school cease to be so accredited for any other reason, then the Head of School will take whatever measures are necessary to regain such accreditation as rapidly as possible.

The Corporation shall also endeavor to use the school and its associated activities as a means to improve education, children's rights, and peace in its community.

## **Article IV**

### **Membership**

1. Membership in the Corporation is open to all persons over the age of 18 years who are interested in the Corporation and the furtherance of the purpose of the Corporation.
2. There will be three (3) types of memberships: 1) Parent; 2) Sustaining, and 3) Patron. These three memberships constitute the General Membership. Each General Membership must be renewed annually.
  - A. Parent Member is defined as:  
A Parent Member is one whose child is currently enrolled in the Corporation's school and who pays the annual non-refundable dues.
  - B. Sustaining Member is defined as:  
A Sustaining Member is one who has an interest in the Corporation and the furtherance of the purpose of the Corporation, but does not have a child currently in the Corporation's school and pays the annual non-refundable dues.
  - C. Patron Member is defined as:  
A Patron Member is any person who has made a one-time donation of at least \$500.00 to the Corporation, who is interested in the Corporation and the furtherance of the purpose of the

Corporation, and who requests annually in writing to be maintained as a member of the Corporation.

3. Dues for parent and sustaining memberships shall be annually set by the Trustees.
  - A. Dues are payable annually on or before the first day of September or on or before the date the child first enters school.
  - B. A member shall be notified in writing within thirty (30) days of any delinquency in payment of dues.
  - C. If dues are not paid within ten (10) days of receipt of said notice, the membership will be dropped for nonpayment of dues and all voting rights suspended until dues are paid.
4. All members of the Corporation have the right to participate in all meetings of the Corporation, except for Executive Sessions (see Article VII, Section V).
5. All members of the Corporation have the right to access all corporation documents, minutes, and records, except for minutes of executive sessions, personnel records, student records, and those restricted by Oregon law.

## **Article V**

### **Membership Duties and Rights**

1. There shall be an annual meeting of the General Membership to be held each year.
2. Other meetings of members may be called by the President of the Corporation and must be called upon request of one-half (1/2) of the Trustees or upon written request of one-fourth (1/4) of the General Membership.
3. Notice of cancellation of a membership meeting shall be posted at the school, no less than twenty-four (24) hours prior to the scheduled time of said meeting.
4. The voting privilege is at all times restricted to the General Members and Head of School. There shall be only one vote per General Member family, regardless of the number of children enrolled in the school from the same family unit. The voting rights of Parent Members shall terminate upon the withdrawal of their child/children from the school.
5. A quorum for membership meetings shall be one-fourth (1/4) of the General Membership. A simple majority is defined as 51% of voting members present at the annual meeting or membership meeting once the requirements for a quorum have been met.
6. A quorum being present, a simple majority vote of those General Members in attendance is sufficient to conduct all business at membership meetings, except that:
  - A. A resolution to dissolve the Corporation shall require a three-fourths (3/4) vote of the General Membership in attendance.
  - B. Amendments of bylaws will be processed in accordance with Article XII.

7. Communications from the General Membership to the Board of Trustees shall be submitted in writing to the Secretary of the Corporation. The Secretary will bring all properly submitted written communications to the full Board of Trustees at the next meeting of the Trustees. If these communications are signed, the President will draft or assign another Trustee to draft a written response to the communication within a reasonable period of time.
8. The procedure for the termination, expulsion, or suspension of a General Member is as follows:
  - A. The General Member shall be given written notice of the pending expulsion, suspension, or termination and the reasons therefor not less than 15 days prior to the proposed expulsion, suspension, or termination; and
  - B. The General Member shall have an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by the Board of Trustees.
  - C. Any proceeding challenging an expulsion, suspension, or termination—including a proceeding in which defective notice is alleged—shall be commenced within one year after the effective date of the expulsion, suspension, or termination.
9. For all meetings where a member vote is required, a vote shall be able to be cast (1) in person at the meeting or (2) by proxy through a proxy card.
  - A. A proxy statement that describes each item being voted upon shall be mailed to members through United States Postal Service at least seven days prior to the item(s) being voted upon.
  - B. A secure location at Corvallis Montessori School will be made available to collect proxy cards; or the proxy card may be mailed to Corvallis Montessori School to be deposited in a secure location.
  - C. The Secretary shall act as the proxy for each vote cast by a member at the meeting where the vote is to be counted. If the Secretary is unavailable to attend the meeting another Trustee will assume the role of proxy. The order of proxy voting authority, should the Secretary be unavailable, shall be the President, Vice-President, Treasurer, other Trustee (in order of board seniority, with ties going in alphabetical order by family name).
  - D. The person acting as a proxy shall cast the vote as prescribed on the proxy card.
  - E. The proxy card is revocable by the member at any time prior to the tabulation of the votes.
  - F. The proxy card must be signed and dated by the member. If more than one proxy voting card is submitted by the same member, the last proxy voting card submitted shall be counted and prior proxy voting cards deemed revoked by the member.
  - G. For purposes of quorum, a vote cast through a proxy shall count as a member in attendance of the meeting.

**Article VI**  
**Roles and Responsibilities of the Head of School and Board of Trustees**

Corvallis Montessori Society is incorporated as a non-profit corporation and managed by a self-perpetuating Board of Trustees. The Board is governed by the school's Articles of Incorporation and by the school's bylaws. The Board selects and evaluates the Head of School, and delegates responsibility for implementation of policies to the Head of School. The Head of School serves as the professional educational leader and head administrator of the school.

The Head of School has complete responsibility for faculty, staff, and student selection, evaluation, and dismissal. The Head of School articulates the mission of the school to its constituencies; is responsible for the professional quality and behavior of the faculty; and is responsible for the administration of the school.

**Article VII**  
**Trustees**

1. Board Composition:

- A. The Corporation shall be at all times, and in all matters, governed by a Board of Trustees. The Board must consist of at least six (6) and not more than eleven (11) Trustees.
- B. The Board of Trustees should consist of a mix of parent members, non-parent members, and members of the community at large, and must include at least three (3) parent members. The terms should be staggered so that not more than half of the terms end each year.
- C. No more than one (1) person from the same family unit can serve on the Board of Trustees at one time regardless of the number of children the family has enrolled in the school. Members of the staff of the Corporation and their immediate family members may not serve on the Board of Trustees.

2. Responsibilities of the Trustees:

- A. The Trustees shall legally represent the Corporation.
- B. The Trustees shall govern the school, determine policy, and act in the best interest of the Corporation in order to further the Montessori approach to education.
- C. The Trustees shall follow the grievance procedures outlined in the Staff Manual in the event of:
  - i. A staff member filing a grievance against the Head of School.
  - ii. Trustees managing a grievance at the request of the Head of School.

- D. It is the duty of each Trustee to carry out the affairs of their office in accordance with these bylaws and such other policies, rules, and regulations for the operation of the Corporation or school as adopted by the Trustees and in authority with the parliamentary authority adopted by the Trustees.
- E. The Board may delegate any of its duties under these bylaws to individual Members or committees. However, delegation in no way relieves the Trustees of their responsibility for the proper administration of the Corporation.

3. Terms and Elections:

- A. Trustees will be elected for a term of three (3) years.
- B. The Past President may serve an additional year on the Board without having to serve another full three-year term.
- C. Each Trustee may vote for as many candidates as there are vacancies on the Board. The candidates receiving the highest number of votes will join the Board.
- D. Trustees can be elected for no more than three (3) consecutive full terms. If a Trustee serves a term that lasts less than two (2) years, this will not count as a full term for purposes of this section.

4. Officers:

- A. By or at the final meeting of the Board for the fiscal year, the Board shall elect officers for the next fiscal year whose terms begin on July 1 and last for one year or until a successor is elected.
- B. The officers of the Corporation will be President, Vice-President, Secretary, and Treasurer.
  - i. President. The President shall be the principal executive officer of the Corporation and subject to the control of the Board of Trustees. The President shall, in cooperation with the Executive Committee, oversee the Head of School and in general oversee the business and affairs of the Corporation which fall to the Board. The president shall, when present, preside at all meetings of the Board of Trustees. The president may sign—with the Vice President or any other proper officer of the Corporation thereunto authorized by the Board of Trustees—any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board of Trustees.
  - ii. Vice-President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated at the time of their election,

or in the absence of any designation, then in the order of their election), shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

- iii. Secretary. The Secretary shall:
  - a. Keep the minutes of the Board of Trustees meetings in one or more books provided for that purpose;
  - b. See that all notices are duly given in accordance with the provisions of these by-laws or as required by law;
  - c. Verify that the corporate records are kept by the school;
  - d. Maintain the seal of the Corporation; and In general, perform all duties incident to the office of the 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 Trustees.

- iv. Treasurer. The Treasurer shall:
  - a. Ensure that the Head of School and administration are properly managing, spending, and accounting for all the funds and securities of the Corporation from any source whatsoever according to the decisions by the Board, generally accepted accounting practices, and financial standards for not-for-profit organizations; and
  - b. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Trustees.

C. The Board of Trustees will recruit and elect its own members. The Trustee Development Committee will nominate candidates and the Trustees will elect its own members by majority vote of the Trustees.

- i. Nominations for Trustees shall be made by the Trustee Development Committee appointed by the President.
- ii. Once elected, Parent Members may complete their elected terms if they lose their Parent Member status in the Corporation because their child no longer attends the school.

#### 5. Meetings of the Board of Trustees:

- A. The Board of Trustees shall meet at least eight (8) times per year.
- B. The President may call special meetings of the Trustees. The President will provide at least twenty-four (24) hour notice of the time, place, and purpose for all special meetings of the Trustees.
- C. The President shall call a special meeting when a written request is made by at least four (4) Trustees.
- D. Minutes taken at meetings of the Board of Trustees shall be approved at the following meeting. Once approved, the minutes will become public.

- E. The Board of Trustees may enter executive session only for the following purposes:
  - i. Personnel matters (Trustees and Head of School)
  - ii. Personnel matters regarding the Head of School (Trustees only)

Minutes taken in Executive Session shall be kept as part of confidential Board of Trustees records. Public minutes will note only that Trustees entered Executive Session.

- F. The Trustees shall conduct business only if a quorum of the Trustees is present. A quorum of Trustees for all meetings is at least two-thirds (2/3). If a quorum is not present, then no decision can be made or actions taken. A Trustee who is present at a meeting but is not voting due to a conflict of interest can still be counted for purposes of establishing a quorum. Each Trustee will have one (1) vote. There are no proxies.
- G. If a quorum is present when a vote is taken, the affirmative vote of a majority of Trustees present when the act is taken is the act of the board of Trustees.
- H. Action required or permitted to be taken at the Board of Trustees meeting may be taken without a meeting if the action is taken by all members of the board of Trustees. The action must be evidenced by one or more written consents describing the action taken, signed by each Trustee, and included in the minutes or filed with the corporate records reflecting the action taken.

#### 6. Standing Committees:

The Trustees shall have three (3) standing Committees: The Executive Committee, the Trustee Development Committee, the Oversight of Resources and Facilities Committee (Oversight Committee).

- A. The Executive Committee shall consist of the President, Past President (if still a Board member), Vice-President, Treasurer, and Secretary. The President will serve as the chair for the committee. The executive committee's primary responsibility is to oversee and conduct an annual evaluation of the Head of School.
- B. The Trustee Development Committee shall recruit, develop, and sustain Trustee talent to support the corporation; and ensure that best practices are implemented and executed for governance and oversight.
- C. The Treasurer shall serve as the Chair of the Oversight Committee and will ensure that a budget is developed by the Oversight Committee each year and passed by the Board of Trustees. The Oversight Committee also shall oversee that the buildings and grounds of the school are adequate for the school to offer its programs. This will include ensuring that the property is safe and meets building code standards. New building projects will also be overseen by this committee.

## 7. Removal of Trustees:

- A. A Trustee may be removed from the Board of Trustees by a two-thirds (2/3) vote of the remaining Trustees taken at a regular or special meeting of the Trustees.
- B. Notice of the intent to remove a Trustee must be given to the Trustee concerned and to all other Trustees at least forty-eight (48) hours prior to the meeting. Any Trustee may initiate the removal of another Trustee.
- C. Trustees may voluntarily remove themselves from the Board of Trustees by submitting their resignation in writing to the Secretary.
- D. The circuit court of Benton County may remove any Trustee from office in a proceeding commenced either by the Corporation (at least 10 percent of the Board of Trustees) or the Attorney General of Oregon if the court finds that:
  - i. The Trustee engaged in: fraudulent or dishonest conduct; gross abuse of authority or discretion with respect to the corporation; or has violated a duty set forth under Oregon statute; and
  - ii. Removal of the Trustee is in the best interest of the Corporation.

### **Article VIII** **Annual Meeting**

The annual meeting of the Corporation will be held by the end of each fiscal year (see Article X, Section 1 for the definition of “fiscal year”).

### **Article IX** **Contracts, Loans, Checks, Deposits, and Financial Administration**

1. **Contracts:** The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be in general or confined to specific instances.
2. **Loans:** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized in a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.
3. **Checks:** One representative of this organization shall sign all checks. Three signatures shall remain on file at the chosen financial institution for such purpose: President, Treasurer, and Head of School. The Corporation and the School will conduct its financial operations in accord with the school's fiscal policy and procedures, which shall be approved bi-annually by the Board of Trustees.
4. **Deposits:** The Board of Trustees may accept—for any lawful purposes on behalf of the corporation—any contribution, gift, bequest, or devise for any purpose of the Corporation.



5. Financial Administration: The Board of Trustees shall have financial statements prepared monthly and annually. The Board shall require financial audits and reports from time to time in accordance with the standard accounting practices.

## **Article X** **Fiscal Management**

1. Fiscal Year: The fiscal year of the corporation shall begin on the first day of July of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Trustees.
2. Books and Records: The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees. Any member, or his or her agent or attorney, may inspect all books and records of the Corporation for any proper purpose at any reasonable time to the extent permitted by law and in accordance with Nonprofit Corporation Law.
3. Indemnity: Each person who shall be or shall have been a Trustee of the Corporation shall be indemnified by the Corporation against all liabilities and expenses at the time imposed upon or reasonably incurred by him or her in connection with, arising out of, or resulting from any action, suit, or proceeding in which he or she may be involved or with which he or she may be threatened by reason of his or her then serving or having served as such Trustee, or by reason of any alleged act or omission by him or her in any such capacity, whether or not he or she shall be serving as such Trustee at the time any or all such liabilities or expenses shall be imposed or incurred by him or her. These indemnity provisions shall not be exclusive of any other rights which any Trustee may have pursuant to Oregon law. The Corporation shall insure the indemnity provisions for Trustees to the extent reasonably available.

## **Article XI** **Notices**

1. Any notice to an individual as required by these bylaws shall be deemed sufficient if in writing and sent by either first class or certified mail, to the last known address or address of the individual in question, or by personal service.
2. Notices for special meetings of the membership shall be deemed sufficient if posted at the location of the school operated by the Corporation and mailed or otherwise distributed to the membership the specified length of time prior to the meeting.
3. Notices for special meetings of the Board of Trustees shall be deemed sufficient if posted at the location of the school operated by the Corporation the specified length of time prior to the meeting.
4. Unless otherwise stated herein, all notices shall be sent or posted not less than seven (7) days before any meeting is to be held or action to be taken.

**Article XII**  
**Bylaws**

These bylaws shall be amended only by a simple majority vote of the membership quorum present at the Annual Meeting or special meeting of the General Membership. (See Article V, Section 5 for the definitions of “quorum” and “simple majority.”)

**Article XIII**  
**Conflicts of Interest**

No member or Trustee will vote on any matter in which they have a conflict of interest. Conflicts of interest include, but are not limited to, matters in which the Member has a unique personal financial interest or a member of the Member’s family has a unique personal financial interest. It is not a conflict of interest for Trustees who are also parent members to vote on matters of general financial interest for the school such as setting annual tuition. Members and Trustees are required to disclose to those present at the meeting that he or she has a conflict of interest and that they are abstaining from voting on the matter. The Member or Trustee must then leave the meeting for the duration of the discussion and vote on the matter before the membership or Board of Trustees. The minutes of the meeting will reflect the disclosure of the conflict of interest, the exclusion of the Member or Trustee, and the decision of the Board of Trustees or membership.