

# DRAFT for 6.23.21 Board Meeting

## BLUFFVIEW MONTESSORI

### SCHOOL BYLAWS

#### ARTICLE I

##### Purposes

1.1 General. The business and affairs of this nonprofit corporation shall be managed by or under the direction of a board of directors, subject to the rights of the members as provided by law and these Bylaws. Administration shall implement the policies of the board in the day-to-day operations of Bluffview Montessori School, a Charter School-Independent School District #4001.

1.2 Purpose. The purposes for which this corporation is organized shall be:

- A. To create a quality Montessori school for children and young people of all ages and their families.
- B. To foster and promote the welfare of the child.
- C. To educate parents and families to fully participate in the education of their children.
- D. To strive to be available and appealing to all social and economic segments of our community.
- E. To operate a school for all children, regardless of race, color, creed, religion, national or ethnic origin, sex, parental status, status with regard to public assistance, disability, sexual orientation, and gender identity.
- F. To aid in the development of Montessori professionals.
- G. To improve the levels of student learning and increase learning opportunities of all people.
- H. To encourage the growth of a community of Montessori oriented families.
- I. To create new professional opportunities for teachers, including the opportunity to be responsible for the learning program at the school site.
- J. To reach out and join with other community organizations, agencies, schools and businesses in the service of learning, human development and the child.
- K. To encourage research and development of Montessori education both for the Montessori community and for the general educational community.
- L. To become an exemplar of the Montessori learning experience.

1.1 Affiliation. Bluffview School is a Montessori school. Its elementary general education classroom teachers (all) and at least one Erdkinder teacher should be trained and certified by either the Association Montessori Internationale (AMI) or the American Montessori Society (AMS) or by the National Center for Montessori Education (NCME). The school may also hire teachers, to teach specialty subjects such as, but not limited to, art, music, foreign languages, and others, who will not be required to have Montessori certification, although it would be desirable.

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## ARTICLE II

### Membership

2.1 Members. The legal guardians of a child, listed on admission forms, shall be members of the corporation concurrently with the enrollment of his or her child(ren) in the school under its current admission policies. Voting members shall be limited to two voting members per enrolled family. School faculty and staff shall be members of the corporation. Members of the Board of Directors shall also be members of the corporation. All members shall be of one class and have equal voting rights.

2.2 Annual Meeting. The annual meeting of the Board of Directors shall take place in May of each year for the purpose of announcing new Directors, making and receiving reports on corporate affairs, and transacting such other business as comes before the meeting. The quorum for a member meeting shall be ten percent (10%) of the members eligible to vote.

2.3 Special Meeting. Special meeting of the members may be requested by a minimum of ten percent (10%) of the voting members in writing. Members shall be notified of the special meeting no later than five working days prior to such meeting. The meeting shall be held no later than two weeks after receipt of the written demand for a special meeting.

## ARTICLE III

### Directors

3.1 Board of Directors. The Board of Directors shall consist of seven members.

3.2 Membership of the Board. Board membership shall consist of non-related members and include (1) Four licensed teachers employed at the school. Two of the licensed teachers must have completed an approved program of study for a Montessori diploma at a recognized AMI or AMS Montessori training program, (2) One member of the greater community who lives in Minnesota, does not work in the school and who has no children attending the school. A community member does not include a person who resides, on a full time or part time basis, with a student. (3) Two legal guardians of students enrolled in the school. **In the case that the Board is not at full capacity (7) due to but not limited to a Director resignation or dismissal, a diminished Director Board will be considered full until such time as an additional Director can be installed by the current Board.**

3.3 Change to Governance Structure.

**(a) Board composition. The composition of the Board of Directors must be consistent with applicable provisions of Minnesota Statutes section 124E.07, as amended.**

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(b) Requirements to Change of Governance Structure. The term “governance structure” means having a teacher-majority or a non-teacher majority board, or having a board with no clear majority. Any change in board governance structure must conform with the composition of the Board set forth in Minnesota Statutes section 124E.07, subdivision 3, as amended. The Board may change the governance structure only upon:

(i) A majority vote of the Board membership and a majority vote of Minnesota licensed teachers employed at the school as teachers, including licensed teachers providing instruction under contract between the school and a cooperative, with Minnesota licensed teachers who are both employed at the school or providing instruction under the contract between the school and a cooperative and a Director each having one vote.

AND

(ii) Approval of the charter school’s authorizer.

3.4 The Head of School is an ex officio non-voting member of the Board of Directors.

3.5 Terms. Each elected Director shall hold office as a Director for a term of three (3) years. Their terms should be staggered in such a manner that approximately one third (1/3) of the positions on the Board shall be voted in by membership vote annually. Terms of

Directors elected in May and announced at the annual meeting will commence on July 1 of each year. Terms of the initial Board may be adjusted to allow for staggered terms. Terms of Board members installed by the Board (due to a vacated Director position resulting from the resignation or dismissal of a Director) shall be deemed temporary and will expire on June 30<sup>th</sup> of the current Board term cycle. That Directors position shall be filled by a majority vote of the membership during the next membership election pursuant to paragraph number 3.5 herein. A Director may hold unlimited consecutive terms.

3.6 Nominations. The Governance Committee shall solicit nominations for Director positions and shall be responsible for the administration of the annual election. Any eligible member may insert his or her own name into nomination, or that of any other person who agrees to serve.

At least sixty (60) days prior to the annual meeting, the Governance Committee will solicit nominations from teachers, parents/legal guardians, and community members, for Director positions that will be filled at the next election. The Governance Committee will compile and notify eligible voters of the nominees, the category of board membership for each nominee, and the date of the election and annual meeting, at least thirty (30) days prior to the election. The Governance Committee shall prepare ballots for use by voters.

3.7 Election. Directors shall be elected by a majority vote of the members. This may take place via, but not limited to an in-person vote, mail-in paper ballot, or online survey and must be administered on a day that school is in session. The quorum shall be ten

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percent (10%) of the total members eligible to vote. ~~Directors shall be elected by a majority vote of the members by mail-in paper ballot. The quorum shall be ten percent (10%) of the members eligible to vote.~~ Directors may also be elected **installed** by a **majority two-thirds (2/3)** vote of the Directors at a duly convened meeting of the Board of Directors, even when there is less than a full board **in the event that a seat has been vacated.**

3.8 Meetings. A majority of the Directors currently holding office constitutes a quorum. Regular meetings of the Board of Directors shall be held at least annually at a time and place to be set by the Directors. The regular meetings shall be open to the membership. The Board may adopt a policy regarding a membership open forum.

~~3.9~~ Committees. Within the limitations of the laws of this state and the Bylaws of this corporation the Board of Directors has the authority to delegate managerial duties to individuals and/or committees created by the Board and/or these Bylaws. **All Board Committees must generate minutes that are posted for public review.** ~~A committee document listing committee structure and operation will be reviewed periodically by the Board of Directors.~~

- (a) Board of director meetings must comply with chapter 13D governing open meetings.
- (b) A charter school shall publish and maintain on the school's official website:
  - (1) the meeting minutes of the board of directors and of members and committees having board-delegated authority, for at least 365 days from the date of publication.

## ARTICLE IV

### Directors' Duties

4.1 Duties. All Directors and Officers shall conduct the business of Bluffview Montessori School in a manner that is consistent with and reflects the mission, goals and philosophy of Bluffview Montessori School. The Board has the fundamental responsibility for the financial management of the school, including the responsibility for raising funds necessary for the proper operation and growth of the school; the proper maintenance of the school's properties; and overall planning and development and shall decide on matters related to the operation of the school, including budgeting, curriculum and operating procedures.

4.2 Hiring. Within the manner and limitations prescribed herein, the Board shall contract with necessary licensed and non-licensed employees.

4.3 Employee Discharge. Within the manner and limitations prescribed herein, the Board shall have the sole authority to discharge licensed and non-licensed employees.

4.4 Attendance. Board members must attend at least three-fourths (3/4) of the

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scheduled meetings each year to be considered active members. Members who are no longer active may be replaced by the recommendation of the Board of Directors.

4.5 Resignation. A Director may resign at any time. This must include some form of written communication including but not limited to email, postal mailing, or hand delivered notice, provided to an Executive Officer of the Board. ~~A Director may resign at any time by mailing through the postal service or hand-delivering a written notice to this corporation at its registered office.~~ The resignation is effective without acceptance upon delivery to this corporation.

### ARTICLE V

#### Officers

5.1 Officers. The officers of the Board of Directors shall include: Chair, Vice-Chair, Treasurer and Secretary. The officers of this corporation shall be appointed by the Board of Directors. In addition, the Board may appoint one or more agents as the Board of Directors deems necessary for the operation and management of this corporation. Each of the officers shall have the powers, rights, duties, responsibilities, and terms of office provided in these Bylaws or determined by the Board of Directors. A Director may hold more than one office.

~~5.2~~ Terms. Each term of office shall be for one (1) year. ~~An officer shall not hold more than four consecutive terms in any one office.~~

5.3 Duties of the Chair:

- A. The Chair shall chair the Board of Directors meetings and perform other duties as may be prescribed by the Board of Directors.
- B. The Chair shall have the authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, contracts, leases, reports and all other documents or instruments deemed necessary or proper to be executed in the course of the corporation's regular business, which shall be authorized by resolution of the Board of Directors, and except as otherwise provided by law or the Board.
- C. The Chair shall read the Board meeting materials in preparation for meetings of the Board of Directors.
- D. The Chair shall **provide** ~~give~~, once a year, a complete executive report to the Board and membership at the annual membership meeting. The Chair's report shall be distributed, in writing, to the membership at least fourteen (14) days prior to the annual meeting.

5.4 Duties of the Vice-Chair:

- A. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. When acting as Chair the Vice-Chair shall be held

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to the same level of accountability to the corporation, as is the Chair.

- B. The Vice-Chair shall read the Board meeting materials in preparation for meetings of the Board of Directors.
- C. The Vice-Chair shall serve on one permanent committee.
- D. The Vice-Chair shall perform all duties incident to the office of the Vice-Chair and such other duties as may be prescribed by the Board of Directors from time to time.

### 5.5 Duties of the Treasurer:

- A. The Treasurer shall serve as a liaison to the contracted financial management company.
  - 1. The contracted financial management company will function as the Chief Financial Manager of this corporation and shall have the care and custody of the corporate funds and shall disburse the funds of this corporation as may be ordered from time to time by the Board of Directors.
  - 2. The contracted financial management company shall keep full and accurate accounts of receipts and disbursements in books belonging to this corporation and shall deposit all moneys of this corporation in name of and to the credit of this corporation in such depositories as may be designated from time to time by the Board of Directors. Except to the extent that some other person or persons may be specifically authorized by the Board of Directors to do so, the financial management company shall make, execute and endorse all checks and other commercial paper on behalf of this corporation.
  - 3. The contracted financial management company shall comply with and/or ensure compliance with all applicable legal and standard accounting practices and shall, at the discretion of the board, employ an auditor to review the financial books and records of the corporation.
- B. The Treasurer and/or contracted financial management company shall report the financial condition of this corporation at all times when requested by the Board of Directors or the Chair and shall perform such other duties as may from time to time be prescribed by the Board of Directors.
- C. The Treasurer shall read the Board meeting materials in preparation for meetings of the Board of Directors.

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- D. The Treasurer shall serve on the Finance Committee and also on any other committees dealing with major expenditures.
- E. The Treasurer shall give, once a year, a complete financial report to the Board and membership at the annual membership meeting. The Treasurer's report shall be distributed, in writing, to the membership, at least fourteen (14) days prior to the annual meeting.

### 5.6 Duties of the Secretary:

- A. The Secretary shall attend the meetings of the Board of Directors and the membership meetings and record all votes and the minutes of all proceedings of the Board of Directors and the membership meetings.
- B. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and of the membership and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.
- C. The Secretary shall be the custodian of the corporate records, except such financial records as may more reasonably be maintained by the Treasurer.
- D. The Secretary shall read the Board meeting materials in preparation for meetings of the Board of Directors.

## **ARTICLE VI**

### **Committees**

6.1 Permanent Committees. There shall be six (6) permanent committees: Building and Grounds, Executive, Governance, Human Resources, Pedagogy and **Finance Technology**. The committees may include members who are not members of the Board of Directors. The Executive Committee shall consist of the officers of the Board and other such members as appointed by the Board of Directors. The Pedagogy Committee must consist of a majority of Montessori certified teachers. The scope of authority of each committee and any other additional committees shall be established by the Board of Directors using sound business judgement and sound educational judgement.

6.2 Ad Hoc/Special Committees. The Board shall establish additional committees as necessary. These committees may include members who are not members of the Board of Directors.

~~6.3 In the event the outside financial management contract is terminated, an immediate finance committee must be appointed by the board.~~

## **ARTICLE VII**

### **Miscellaneous**

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7.1 Amendment by Membership. These Bylaws may be amended, repealed or altered in whole or in part by a **majority** ~~two-thirds (2/3)~~ affirmative vote of the members present and voting at a regular or special duly convened membership meeting.

7.2 Amendment by Board of Directors. These Bylaws may also be amended, repealed or altered in whole or in part by a **majority** ~~two-thirds (2/3)~~ affirmative vote of the Board members present and voting at any duly convened regular or special meeting of the Board of Directors, only when a full Board of Directors of no more than eleven (11) voting members exists. The notice for the meeting must have a summary statement of the proposed amendment. Any amendment made by the Board may be repealed by an affirmative **majority** ~~2/3~~ vote of the membership. The Board may, at its discretion, choose to use the amendment procedure listed under 7.0 above.

--- End of Bylaws ---

I hereby certify and declare that these Bylaws are the true and correct Bylaws adopted by the Bluffview Montessori School Board Membership\_\_\_\_\_.

Date:\_\_\_\_\_

Secretary Board of Directors

As amended **2/19/2014**