



I MEMBERSHIP

1. Each parent or legal guardian of any child enrolled in the May Sands Montessori School, Inc. (hereinafter “MSMS”) is a Corporation Member (hereinafter referred to as “Corporation Member” or “Member”) and each Community Board member (see Paragraph 14 b) during his/her term on the Board of Directors (hereinafter “Board”) are entitled to all rights and privileges of corporate membership. Corporation Members shall be admitted without regard to race, religion, sex or political affiliation.
2. Other than as required by law, membership lists shall not be published or made available outside the MSMS except where, in the opinion of the Board of Directors, the furnishing of such lists in confidential status to a legitimate, responsible, public or private agency will be in the best interests of the members and will serve constructively the purpose of the MSMS.
3. No Corporation Member or MSMS employee shall make representations to any public official or body, or speak or act publicly in the name of the MSMS, without prior approval from the President or the Board of Directors.
4. No Corporation Member or MSMS employee shall accept any compensation or thing of value in the form of cash, gifts or services from any vendor for, or in connection with, any school related matter or activity unless nominal in amount or value. Nominal is defined as less than a cumulative value of \$50 retail for all items received from a single vendor during the fiscal year. All cash, gifts and services, of any value, received by any Corporation Member or MSMS employee from any vendor shall be reported to the Board within 30 days of receipt.

II RIGHTS & PRIVILEGES OF MEMBERSHIP

5. Members shall enjoy the following rights and privileges of membership, each of which is subject to the Articles of Incorporation and rules, regulations and resolutions determined and approved by the Board of Directors.
 - a) To be notified of and attend all of the regular meetings of the membership and the Board of Directors;



- b) To have a voice and vote at the meetings of the membership; and
- c) To serve as an Officer or a Member of the Board of Directors.

III CORPORATION MEETINGS

- 6. Meetings will be held three times a year in August, January, and May by the last Thursday of the month. The election of Corporation members to the Board of Directors shall occur at the January meeting.
- 7. Newly elected Directors in January shall be designated as Directors Elect until full voting authority is bestowed upon them in May. An orientation, conducted by the President, shall be held at the February Board meeting for all Directors Elect. Directors Elect will be expected to attend all Board meetings between February and May, and this period of time will be considered a training period. The transition of Directors Elect to official Directors will occur at the May meeting of the Board.
- 8. Special meetings of the Corporation may be called by the President, a majority of the Board of Directors or at the written request of a majority of the Corporation members. Such request shall state the purpose of the meeting and be presented to the President who shall call a special meeting within thirty (30) days of the date of the receipt of such request. The Board shall give such notice as is required by law to the members of the time and place of any special meeting and shall advise the membership of the purpose for which such special meeting is called and the fact that no other business may be transacted at the meeting.

IV VOTING BY CORPORATE MEMBERS

- 9. In any vote for the election of a Director(s), a Member may vote in person or by written proxy. The Board shall draft an official proxy form to be used by Members in such elections.
- 10. Each Member (the entire Member's family, that is, both parents/legal guardians of one or more students constitute for voting purposes one Member; similarly, separated or divorced parents of one or more students also constitute for voting purposes one Member) is entitled to only one vote in any election for a Director(s) or on any single



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matter or issue at any membership or special meeting. Proxies shall be filed with the Board Secretary before being voted at the election of the Directors. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

11. The presence, in person or by proxy, of thirty per cent (30%) of the Members entitled to vote in the election of Directors shall constitute a quorum, For all other meetings, a quorum shall consist of the presence of ten per cent (10%) of the Members entitled to vote.
12. Voting for Directors shall be by written ballot, not requiring the name of the voter. Voting on other matters and issues may be conducted in such a manner as determined by the Board in its discretion.

V BOARD OF DIRECTORS

13. The interest and advancement of the Corporation shall be under the direction and supervision of the Board of Directors and such Board shall, subject to the Articles of Incorporation and the bylaws, have general oversight of all the work of the Corporation. The Board shall consist of nine (9) members, not employed in any way by the MSMS, and otherwise qualified to hold such position pursuant to the provisions of the Articles of Incorporation and the bylaws.
14. The Board of Directors shall comprise:
 - a) Six corporate members, each of whom shall be elected by a majority vote of the membership of the Corporation. Such Directors shall either be parents or legal guardians of children then enrolled in the MSMS.
 - b) Three community members, each of whom shall be appointed by a majority vote of the Board of Directors. Such Directors shall be citizens of Florida, residing in Monroe County, and shall not be parents or legal guardians of children then enrolled in the MSMS.
15. Except for periodic adjustments of shorter terms needed in order to create staggered terms, the term of office for Directors shall be two years. The Board shall make



provisions to stagger the terms of elected and community Directors so that each year the terms are as close as possible to one-half of the total number of Directors shall expire.

16. Any action of the Board of Directors may be reviewed at the next Corporation meeting or special meeting called for this purpose, on written request, by any three members in good standing. (A member in good standing is one who is not in arrears with respect to any agreement to provide services and/or moneys to the MSMS.) Such an action may be altered or rescinded by a two-thirds vote, provided no irrevocable rights of third parties shall be affected by such revision or alteration; and further provided that the Corporation attorney concurs that said action will not expose the Corporation to legal liability. The Board of Directors shall present through the President at Corporation meetings a report of its transactions.
17. Except when determined unnecessary by the board, meetings of the Board of Directors shall be held monthly. A quorum of the Board of Directors shall be five members. The minutes of the previous Board meeting along with the agenda and Board items are to be distributed to all Board members for their review prior to the ensuing Board of Directors meeting. Written notice of all meetings of the Board of Directors and of all meetings of any committees appointed by the President or the Board shall be posted in a conspicuous location at least 72 hours before any such meeting. All such notices shall state the time and place of the meeting and the business to be conducted.
18. A special meeting of the Board of Directors may be called by the President or by a majority of the Board members at a place to be determined by the President. The notice (see paragraph 17) for such meeting shall state the reason for the meeting and the specific business to be transacted. No other business, other than that specified in the notice, may be transacted at the meeting. Minutes from such special meeting may be sealed by a vote from the Board of Directors.
19. The Board of Directors may meet in executive session to discuss: (1) current or pending collective bargaining matters, (2) and pending litigation currently before a court or administrative agency, or (3) any sensitive matter that may be needed to be handled privately such as personnel issues or annual reviews (i.e. personnel, etc.). All such meetings shall be subject to public notice requirements.



20. Any Director absent from (3) regular Board meetings during the fiscal year without an excuse deemed sufficient by a majority vote of the Board shall be considered to have resigned and a vacancy shall be declared, provided, however, that written notice shall be sent to such Member by the Board secretary following the second absence and putting the Director on notice that a third absence could constitute a resignation.
- a) Any vacancy existing among the elected Board members shall be filled by a majority vote of the remaining elected Directors. Such person shall hold office only until a successor to the former Director is elected at the next membership election(s) in January to fill the unexpired term, if any, of the former Director.
 - b) Any vacancy existing among the appointed community Board members shall be filled as soon as possible by a majority vote of the elected Board members; the newly appointed community Board member shall serve until the expiration of the term of the former community Director.
21. Upon expiration of Director's term, or resignation of any Director, said Director will present to the Board a written Exit Report to preserve continuity of the Board. This Exit Report will contain all information that the Board will need to continue on with the work of said Director, including any contact information or paperwork.

VI NOMINATIONS AND ELECTIONS OF BOARD MEMBERS

22. The President shall appoint a Nominating Committee in or about November [March] of each year to propose the names of nominations of Corporation members for election to the Board of Directors; the committee shall consist of three Board members in good standing. The Nominating Committee shall be responsible for collecting nominations from the Corporation for the election of Board members at the January Corporation meeting.
23. Any Corporation member may seek his/her own nomination by notifying the Board in writing of the Member's intent to seek such election. The Member shall state in the notice if he/she seeks election to a two (2) year term or seeks election to fill the unexpired term of a former Director. During each election, a Member cannot be a candidate for more than one Director's position. The Member shall also submit to the



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Board a resume, not to exceed one page in length. The notice and resume may be served on any officer of the MSMS by December 15 (or if that day is a Saturday or Sunday, then the first business day thereafter). Anything delivered after that date shall be considered out of time and shall not be accepted by the Board or acted upon by the membership.

24. Prior to the Corporation meeting in the election month of January, the Secretary shall notify all Corporation members of the nominations of the Nominating Committee immediately upon receiving the complete slate from the Committee and of those individual candidates who submitted a notice to run for election and supporting resume.
25. At the January Corporation meeting, a candidate is entitled to speak on his/her own behalf. The Board, however, shall establish the rules regarding all election procedures, including but not limited to the length of time of the presentation by each of the candidates. In addition, a form of ballot clearly indicating directorships to be filled and the names of the candidates shall be used in the conduct of the election, procedures for which shall be established by the Board.
26. The President shall appoint three Board members not up for election to count the votes. The candidates seeking to fill the vacancies created by the expiration of the terms of existing Directors receiving the greatest number of votes at the January Corporation meeting shall be declared elected. In each case, if any, of an election to fill the unexpired term of a specific former Director, the candidate receiving the greatest number of votes shall be declared elected and shall serve the remainder of the term of the former Director he or she replaces. If there is a tie vote between or among the candidates, there shall be a subsequent election(s) among the tied candidates until the tie is broken and a winner elected by the voters.
27. In the event of a newly elected President, when possible the outgoing president shall remain on the Board in an Advisory capacity for (1) year as a non-voting member.

VII OFFICERS

28. At the Board of Directors meeting in May, after the Directors Elect are installed as official Directors, the Directors shall elect by a majority vote the Officers of the



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MSMS, to wit: President, Vice President, Secretary, and Treasurer. The Board may appoint, by majority vote, additional Officers and assign their duties. The elected Officers shall be elected for a term of one (1) year and shall serve until their successors are duly elected. Appointed Officers serve at the will of the Board.

29. Any elected Officer may be removed from office with or without cause by a vote of two-thirds (2 / 3) of the Board present at any Board meeting.
30. Should the office of President become vacant for any reason, the Vice President shall serve as President until the election of a new President by a majority vote by the Board. A vacancy in any other elected office shall be filled by a majority vote of the Board at its earliest opportunity. Any Member elected to fill the vacancy of an elected Officer shall serve the balance of the term of the vacating Officer.
31. The President shall preside at all Board of Directors and Corporation meetings, and shall enforce the Amended Articles of Incorporation and the bylaws and shall sign all official documents. The President shall be the chief executive and shall exercise supervision over the work of all committees and that of the other officers. The President shall appoint all standing and special committees, and shall designate a chairperson for each committee. The President shall have such powers and duties as prescribed by the bylaws and shall have in general the powers and duties normally associated with the office of President. Prior to his/her election as President, the Board member must have served at least one year on the Board of Directors. The President may not serve more than two consecutive terms of office.
32. The Vice President shall perform the duties of the President in his/her absence or disability. The Vice President shall aid the President in the performance of such duties as may be assigned by the President. Should the office of the President become vacant, the Vice President shall automatically be elevated to that office and shall serve until the election of a new President (See Paragraph 31). The Vice President shall act as parent/staff liaison in cases demanding third-party intervention.
33. The Secretary shall keep an accurate record of the proceedings and business transacted at all meetings of the Board of Directors and the Corporation. The Secretary shall be custodian of the records of the Corporation. The Secretary shall keep an



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accurate record of the membership and the names and addresses of the officers and members. The Secretary shall issue notices of all meetings. The Secretary shall maintain a minute book in which the minutes of all meetings shall be maintained for later review by the Board and Corporation members. Such minute book shall, upon request, be made available by the Secretary at the regular meetings of both the Board and the Corporation, and to all members of the Corporation.

34. The Treasurer shall be responsible for supervising the financial affairs of the School. The Treasurer shall prepare for distribution to the Board at its monthly meeting financial records that reflect the assets and liabilities of the MSMS as well as the expenditure and receipts of funds for the previous month and year-to-date, which compares actual to budget.

VIII FISCAL MATTERS

35. The fiscal year shall be from July 1st to June 30th.
36. The operating budget is derived from the Florida Department of Education funding distributed through the Monroe County School Board, fundraising activities, and interest and dividends on bank deposits and other funds. Other donations are spent as designated by the donors or approved by the Board of Directors.
37. The Board must approve the annual budget for the following fiscal year no later than the fiscal year end.
38. The Board may amend the budget after it has been approved by the majority vote of those present at the meeting.
39. Any expenditure falling within the Board approved budget does not need further approval.
40. Any expenditure not previously approved in the budget must have Board approval before disbursement of any amount greater than the total amount of the petty cash fund.
41. Without prior Board approval, the Principal, acting for and on behalf of the MSMS, may purchase or contract to purchase school books and other school supplies in any amount not to exceed \$1000 and may purchase or contract to purchase non-school



supplies in an amount not to exceed \$500 provided that full disclosure of the transaction by the Principal shall be made to the Treasurer and to the President within thirty (30) days of any such purchase or contract to purchase. In an emergency, the Principal may exceed the above-described dollar limits with the express written consent of the President or in his/her absence, the Vice-President or the Treasurer. In addition, the Principal, without prior Board approval, may sign as drawer any MSMS check in an amount of \$500 or less, without the requirement of a second drawer signature, provided that full disclosure of the transaction by the Principal shall be made to the Treasurer and to the President within thirty (30) days of the issuance of the check.

42. Other than those matters described in Paragraph 41, all MSMS contracts, checks, notes and other similar type documents shall be signed by two members of the Executive Committee (see Paragraph 46). Where in the opinion of the Executive Committee it is appropriate to do so, the Committee may authorize the Principal to co-sign a check with a member of the Executive Committee.
43. An MSMS employee(s) (other than the Principal) shall be designated by the Board to receive and maintain all documentation supporting and relating to all MSMS transactions and to record all details of such transactions in the books and records of the MSMS. The employee(s) designated by the Board shall also draft all checks signed either solely by the Principal and those signed jointly by the Principal and the President, Vice President or Treasurer and shall, as a condition precedent to the drafting of such check, have received sufficient supporting documents identifying the school-related nature of each transaction and the exact amount of each obligation incurred.
44. The Principal may establish and maintain a Petty Cash Fund of \$500 and whenever a new check is issued to the Petty Cash Fund, the Treasurer shall be notified and the Treasurer shall audit the Fund. Where in the opinion of the Treasurer it is appropriate to do so, the Treasurer may designate the Principal to audit the Petty Cash Fund.

IX COMMITTEES

45. Other than those committees identified in Paragraph 54 and the Executive Committee (see paragraph 46), the President shall appoint the Chair Person and the members of all



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committees that may be formed by the Board or the President. The President is not mandated to serve on all committees since it is the purpose of said committees to make recommendations to the board and President. The committees shall serve until the next annual election, but the President may discharge any such committee and/or fix the duration of its activities.

46. The Executive Committee shall consist of all elected officers, that is, the President, Vice President, Secretary and Treasurer. The Executive Committee shall have and exercise the authority designated by the Board in the management of the business of the MSMS between meetings of the Board. The Executive Committee shall submit components of the board materials (i.e. reports, etc.) to the Principal, who shall prepare the agenda for the Board meetings. Any actions taken by the Executive Committee shall be presented to the Board at its next meeting for ratification.
47. All committee members shall, at the time of their appointment, be Corporation members in good standing. The President, however, may appoint non-Corporation members, such as educational and professional leaders, to serve with a committee in an advisory capacity.
48. Participation on at least one MSMS committee shall be mandatory for all Corporation members.
49. All committee chairs are required to maintain a file or record (e.g. manual) for any procedures and/or policies created to act as a current guide for the next committee chair.
50. The results of each committee meeting or fundraising event shall be reported promptly to the Board of Directors by means of either minutes of the meeting or a written summary. The Committee Chair shall maintain said summaries for later review by the Board, Corporation members, and future Committee Chairs. Such summaries shall be contained in a binder and shall be made available by the Secretary of the Board at the regular meetings of both the Board and the Corporation. Such summaries will contain any contact information and blank forms that are necessary for continuity of the Committee. A digital copy of any computer files, forms, or flyers should also be contained in said binder.



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51. The Board, at its discretion, may vote to suspend the membership composition of any committee except for the Executive Committee.

52. The President shall appoint such committees as required to carry on the continuing functions of the Corporation, including, the following standing committees:

- ✓ House and Grounds Committee
- ✓ Bylaws Committee
- ✓ Finance Committee
- ✓ Public Relations Committee
- ✓ Development/Planning Committee
- ✓ Staff Committee
- ✓ Hospitality Committee
- ✓ Grants Committee
- ✓ Fundraising Committee

The Principal (see Paragraph 63) will be a standing member of all committees, where appropriate.

53. Of those committees named above, the following shall be chaired by a member of the Board of Directors to be designated by the Executive Committee:

- ✓ Finance Committee
- ✓ Development/Planning Committee

54. The House/Grounds Committee shall be responsible for the maintenance and renovation of the School under recommendations of the Principal (see paragraph 64) and approval of the Board of Directors.

55. Every four (4) years or at such other times that the President deems it appropriate, he or she shall appoint a bylaws committee to make such recommendations for any changes that are deemed as necessary. Such recommendations are to be submitted, if possible, for Board approval prior to the January Corporation meeting; and, in any event, no



later than prior to the May Corporation meeting.

56. The Finance Committee shall be composed of, but not limited to, the Treasurer, one other Board member and one other Corporation member. The Committee shall be responsible for: preparing in conjunction with the Staff Committee and the staff, the annual budget for presentation to the Board no later than the first Board meeting in April; and making recommendations regarding the fiscal matters of the School.
57. The Public Relations Committee shall be responsible for promoting the school in a positive manner to the community at large.
58. The Development/Planning Committee shall consist of, but not be limited to, one Board member, two non-Board members, and a director / directress. The committee shall be responsible for researching and reporting to the Board current and long-term financial planning including, but not limited to, building maintenance and repair, expansion, enrollment and staffing strategies.
59. The Staff Committee shall consist of the President and any other members of the Executive Committee who wish to serve. The President may appoint up to two Board members to the Staff Committee. The Committee shall be responsible for making recommendations to the Board regarding the hiring and dismissal of all contractual staff. The Staff Committee may initiate advertising for vacancies and interview job applicants for contractual staff positions. Board members shall be given the opportunity to interview applicants for contractual positions.
60. The Hospitality Committee is responsible for organizing and/or providing any snacks and refreshments for Corporation meetings and holiday parties.

X PROFESSIONAL OBSERVATIONS

61. The Corporation shall employ a certified outside Montessori consultant to observe each classroom every other year or at the discretion of the Board. The observer shall submit written reports to the Board of Directors. These observations shall be no less than two classroom hours.

XI NON-DISCRIMINATION POLICY



62. The Board of Directors and officers shall in no way discriminate based on race, religion, sex or political affiliation in the selection of employees or students. The MSMS is a non-sectarian institution.

XII PRINCIPAL

63. The Board of Directors shall employ a Principal whose duties shall be to carry out the objectives and policies of the Board and to ensure that the MSMS maintains the highest standards of academic excellence. He/she shall report directly to the Executive Committee and shall have the authority to propose and implement academic policies in accordance with the wishes of the Board of Directors and to hire, review and discharge all employees in accordance with the lawful personnel policies established by the Board.

XIII PARLIAMENTARY AUTHORITY

64. The latest edition of Robert's Rules of Order, Revised, shall govern the conduct of business at all meetings of the Board, the Corporation Members, all Committees and all other meetings of the MSMS, in all cases in which such Rules are applicable and not in conflict with its Charter, its Articles of Incorporation and bylaws and the laws and statutes of the State of Florida and Monroe County.

XIV CHANGES TO THE BYLAWS

65. The bylaws may be amended, revised, suspended or repealed in whole or in part by (a) a majority vote of all the Members of the Board and (b) a two-thirds (2/3) of the votes cast by Corporation Members in attendance and eligible to vote at a Corporation Members meeting or at a special meeting called for such purpose.

66. Proposals to amend, revise, suspend or repeal the bylaws shall be submitted by any Member in good standing to the Board. The Board shall have ninety (90) days in which to consider the proposal(s) and vote thereon. If the Board approves the proposal, the matter shall be submitted to the membership within a reasonable time thereafter.

67. In the event the Board does not act favorably on the proposal(s) to amend etc., the



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Members pursuant to the provisions of Paragraph 7 may request that the President schedule a special meeting to consider the proposal(s). In such cases, three-fourths (3/4) of the votes cast by Members in attendance and eligible to vote shall be necessary for the passage of the proposal(s).

XV EFFECTIVE DATE

68. These bylaws shall become effective immediately upon their approval by the membership.

69. We, the undersigned, being Officers and Directors of MSMS do hereby subscribe and attest that these Amended Bylaws of MSMS, a non-profit Florida corporation, were approved by a greater than two-thirds vote of the Corporation members present at the Corporation Members Meeting held on January 23, 2019.

President

Secretary

Vice President

State of Florida

County of Monroe

Before Me, the undersigned authority personally appeared _____, _____, and _____, who after being first duly sworn depose and state that they are the individuals subscribed herein and who executed the foregoing instrument and duly acknowledge that they executed the same.

In Witness Whereof, I have hereinto set my hand and seal this day of 20 , at Key West, Florida 33040.

Notary Public