

Amended and Restated Bylaws of  
**South Suburban Montessori Association, Inc.**

Adopted: February 19, 2026

## **ARTICLE 1 – Name**

The Association shall be named "South Suburban Montessori Association, Inc."

## **ARTICLE 2 – Principal Office**

The Board of Directors shall determine the location of the Association's principal office.

## **ARTICLE 3 – Purpose**

The Association's purpose is as set forth in the Articles of Incorporation.

## **ARTICLE 4 – Not for Profit**

The Association shall operate as a nonprofit organization. It shall not issue stock, declare dividends, or allocate net earnings to individuals, except as reasonable compensation for services provided. Remaining funds shall exclusively support charitable, scientific, or educational goals.

If the Association dissolves, all remaining assets will be transferred to a Montessori association or school chosen by the Board of Directors.

## **ARTICLE 5 – Nonpolitical**

The Association may engage in lobbying activities to further its educational purposes but shall not directly participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, nor shall it devote a substantial part of its activities to attempting to influence legislation.

## **ARTICLE 6 – Board of Directors**

### **6.1 Business of the Board:**

The Board of Directors oversees the Association's operations. Through the President and/or Secretary, the Board may negotiate loans, leases, and other financial agreements.

Key responsibilities include, but are not limited to:

- Ensuring the school remains in good legal standing and operates in compliance with Section 501(c)(3) of the Internal Revenue Code.
- Appointing the Head of School, defining compensation and duties in a formal job description.
- Negotiating and executing the employment contract with the Head of School.
- Upholding the Montessori philosophy and aligning school operations with the mission statement and the best interests of students, parents, teachers, and employees.
- Approving the annual budget.
- Setting or delegating to set tuition rates with final approval being the Board's responsibility.
- Overseeing fundraising efforts and ensuring financial accountability.
- Promoting the school.
- Establishing long-term plans and set annual goals for the Board.
- Setting goals for the Head of School and conducting an annual assessment.
- Electing new Directors and Officers to maintain an effective governing body.
- Managing all real and personal property under the supervision and control of the Board. The Board may delegate specific authority regarding these and other matters to one or more committees.
- Establishing scholarships to provide financial aid, tuition discounts, or other support as needed.

- Developing and amending the governing documents of the Board, such as bylaws, Director Agreement, and the Investment Policy.
- Establishing and approving committees as necessary, according to the Article 8 of these bylaws.

### **6.2 Fiscal Year:**

The fiscal year of the Association shall run from July 1 through June 30 of the following year.

### **6.3 Board Structure:**

The Board shall consist of at least seven (7) voting Directors. The Head of School shall serve as a non-voting ex-officio member of the Board.

Only one person per immediate family may hold a Board position at a time. Immediate family is defined as a person's parents, siblings, spouse, and children.

At all times, at least forty percent (40%) of the Board shall be Community Members, defined as parents of current students, parents of former students whose children attended the school for at least three (3) consecutive years, and alumni. In the event of an unforeseen vacancy, the Board will fill the vacancy and reestablish structure as quickly as possible.

Employees of the Association cannot serve on the Board during their employment.

### **6.4 Nomination & Election:**

The Governance Committee presents candidates and the Board approves them by a simple majority vote. The annual elections of Directors shall be held at the regular annual meeting of the Board.

### **6.5 Terms:**

Directors serve three-year staggered terms. Each term is three (3) years. A Director may serve no more than three (3) consecutive terms.

Upon completing three (3) consecutive terms or following any break in service, whether due to resignation, removal or any other reason, the individual must observe a mandatory one (1) year hiatus before becoming eligible for election to the Board again.

The term of a Director, Officer, or Committee Chair ends at the conclusion of the meeting at which their successor is elected.

### **6.6 Resignation:**

Directors shall submit resignations in writing to the Board, specifying an effective date.

### **6.7 Removal:**

A Director may be removed, with or without cause, by a vote of two-thirds (2/3) of all current Directors, at a meeting called expressly for that purpose. Any Director removed this way is ineligible for future Board membership. The vote of the Director under consideration for removal shall be counted as "Abstain".

### **6.8 Vacancies:**

Vacancies that reduce the Board below the minimum number of Directors must be filled within 60 days of the effective vacancy date, by a vote conducted in accordance with Article 6.9 of these bylaws, from a list of nominees provided by the Governance Committee. Vacancies that do not reduce the Board below

the minimum may be filled at the Board's discretion. A Director elected to fill a vacancy occurring on the Board of Directors shall serve for the unexpired term of the predecessor in office.

## **6.9 Quorum and Voting:**

### Quorum

A simple majority of the Board of Directors shall constitute a quorum for conducting business at all Board meetings. If a majority is not present, the Board is unable to convene or transact official business. If at any point during a meeting quorum is no longer met, the meeting must be adjourned.

### Voting

Unless otherwise specified, decisions shall be made by a simple majority vote.

- Each Director shall have one (1) vote. Proxy voting is not permitted.
- In the event of a tie, the Presiding Officer's vote shall not be counted.

## **ARTICLE 7 – Board Officers**

Officers include President, Secretary, and Treasurer. Each Officer serves a one-year (1) term, and no individual may hold more than one Office at the same time. Officers must be current Directors of the Board.

### **7.1 President:**

The President's responsibilities include:

- Presiding over meetings of the Board of Directors.
- Scheduling and calling Board meetings.
- Signing notes, loans, and contracts for the school, subject to Board approval.
- The President, in collaboration with the Head of School, is responsible for preparing agendas for all meetings.

### **7.2 Secretary:**

The Secretary's responsibilities include:

- Keeping minutes of Board meetings.
  - In the event of the absence of the Board Secretary, the Board will appoint a representative to keep minutes who will record and forward minutes to the Secretary.
- Calling Board meetings, when necessary.
- Ensuring notices for all Board meetings are provided.
- Maintaining a written record of reports and correspondence between the Board and Standing Committees.
- Recording attendance at all meetings.
- Keeping accurate and up-to-date copies of the Bylaws and Board Handbook.
- Presiding over meetings in the absence of the President.

### **7.3 Treasurer:**

The Treasurer's responsibilities include:

- Guiding the organization toward financial stability and ethical stewardship.
- Providing financial management and oversight: Ensuring accurate financial records, managing cash flow, and overseeing budgeting processes.
- Providing reporting and transparency: Preparing financial statements, presenting reports to the Board, and ensuring compliance with regulations.

- Leading the Finance Committee in:
  - Audit & Compliance – Leading any audit process, when required, and ensuring adherence to federal, state, and local financial laws.
  - Strategic Financial Planning – Advising on financial sustainability and aligning financial decisions with the Association’s mission.
  - Fund Management – Handling bank accounts, investments, and financial transactions while maintaining accountability.
- Developing policies: Establish and maintain financial policies, including express approvals, investments, check-signing authority, and reimbursement procedures for the financial health of the Association.

**7.4 Officer Elections:**

Officers are elected annually from among the current Directors by a simple majority vote. The election shall take place at the regular annual meeting of the Board. If there is more than one candidate for a position, the vote shall be conducted by secret ballot. Each Officer serves a one-year (1) term, and no individual may hold more than one Office at the same time. The term of an Officer ends at the conclusion of the meeting at which their successor is elected.

**7.5 Removal of Officers:**

An Officer may be removed with or without cause by a vote of two-thirds of all current Directors, at a meeting called expressly for that purpose. The vote of the Officer under consideration for removal shall be counted as “Abstain”.

**7.6 Resignations:**

Officers must submit resignations in writing to the Board, specifying an effective date.

**7.7 Vacancies:**

Any Officer vacancy shall be filled by a simple majority vote of Directors within 60 days of vacancy. The Board may decide by simple majority vote, during those 60 days, to defer the election until the next regular annual election of Officers. An Officer elected to fill a vacancy shall serve for the unexpired term of the predecessor in office.

**7.8 Absences:**

In the event of the absence of both the President and the Secretary, the Directors in attendance shall, by simple majority vote, appoint two Directors—one to preside and one to record the meeting minutes. If there is a tie vote for either position, the matter shall be decided by a random draw between the tied candidates.

**ARTICLE 8 – Committees**

- The Board of Directors, by a simple majority vote, may create committees.
- Committees must be chaired by a Director who is elected as Committee Chair, at the regular annual meeting, or at the time when the Committee is created, by a simple majority vote of the Board.
- Each Committee Chair serves a one-year (1) term and the term ends at the conclusion of the meeting at which their successor is elected.
- Committee members will be appointed by the Committee Chair without need for Board approval. However, by simple majority vote, the Board may remove any Committee member.

### **8.1 Removal of Committee Chair:**

A Committee Chair may be removed with or without cause by a vote of two-thirds of all current Directors, at a meeting called expressly for that purpose. For the purpose of this vote, the vote of the Committee Chair considered for removal shall be counted as "Abstain".

### **8.2 Standing Committees:**

- These are committees with ongoing responsibilities and indefinite need (e.g. Governance, Finance).
- They require an annual Charter and Goals to be approved by the Board, but do not require an annual vote to exist.

### **8.3 Ad-Hoc Committees:**

- These are temporary committees formed for specific purposes with a limited scope and duration.
- The Board will approve the following for Ad-Hoc Committees:
  - Committee Charter
  - Duration of Existence
- An Ad-Hoc Committee can be dissolved by a simple majority vote of the Board.

## **ARTICLE 9 – Fiscal Responsibility**

The Board of Directors as a whole is responsible for the financial health and operations of the Association. The Board's financial responsibilities include:

- Tasking the Finance Committee with development of an annual budget in cooperation with the Head of School.
- Approving the annual budget for the Association. The budget shall be adopted upon approval by a simple majority vote.
- Approving any changes proposed on an approved and adopted budget.
- Approving unbudgeted expenses above a certain threshold, as defined in the Financial Policy.
- Directing the Board President to secure funding or incur debt in the Association's name.

## **ARTICLE 10 – Meetings**

### **10.1 Board Meetings:**

The Board of Directors shall hold meetings regularly to conduct the Association's business. Meetings may be called by the President, Secretary, or a simple majority of the Board. Notice must be provided to all Directors at least seven (7) days in advance.

### **10.2 Special Meetings:**

Special meetings may be called by the President, the Secretary, a simple majority of the Board, or the Head of School. The meeting notice must include time, place, and purpose of the meeting. Notice must be sent to all Directors at least seven (7) days in advance of a Special Meeting, unless all Directors consent to the meeting in writing.

### **10.3 Annual Meeting:**

The Annual Meeting shall be held in June for the purpose of electing Directors, Officers, and approving Committees and Committee Chairs, or at another date, as designated by the Board of Directors, and stated in the meeting notice.

### **10.4 Agenda:**

Directors may request to add an agenda item with at least one week notice to the President and the Head of School.

### **10.5 Minutes:**

The Secretary shall record minutes of all meetings. Meeting minutes shall be available to the school community upon request.

### **10.6 Open Meetings & Executive Sessions:**

Board meetings are open to all, except when the Board votes to enter Executive Session by a motion and simple majority vote of Directors present.

Executive Sessions may be convened at the discretion of the Board for matters including, but not limited to:

- Personnel matters: Discussing the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a school employee.
- Property transactions: Considering the purchase or sale of property if public discussion would give a competitive advantage.
- Legal matters: Consulting with legal counsel about pending or imminent court action.
- Collective bargaining: Preparing for, conducting, or reviewing negotiations with employee unions.
- Confidential matters: Discussing topics required to be kept confidential by federal or state law.
- Security details: Reviewing security arrangements where disclosure could compromise safety.

During an Executive Session, the Board shall not vote but will deliberate. Voting must occur in the open session following the discussion. Minutes shall be recorded during Executive Session but are confidential and will only be made available to those eligible to attend the Executive Session.

### **10.7 Participation by Telephone or Virtual Means:**

Directors may participate in meetings remotely via telephone or virtual conferencing, provided that all participants can hear and engage with each other simultaneously. A remotely participating Director shall be considered present in person for all meeting purposes, including quorum and voting.

### **10.8 Electronic Voting Provisions:**

#### Electronic Voting Procedures:

The Board of Directors may conduct votes electronically between regular meetings, provided that:

- The motion is distributed to all Directors via email or other approved electronic means.
- A simple majority of the Board of Directors is required for a motion to pass, unless otherwise specified by the Bylaws.
- An electronic vote must be completed within seven days or the motion fails. Any votes not cast within seven days will be recorded as Not Present.

### Electronic voting exclusions:

- Removal of a Director
- Removal of an Officer
- Amending bylaws
- Approving mergers or Dissolution of the Association
- Financial decisions require discussion and deliberation and are not to be voted on outside of regular or special meetings.

### Documentation & Reporting

All electronic votes must be:

- Recorded by the Secretary, including the motion, votes cast, and final outcome.
- Approved at the next Board meeting and included in the official minutes.

### **ARTICLE 11 – Amendments**

- Amendments to these Bylaws may be proposed by any Director.
- Amendments, adoptions, or deletions of provisions require a two-thirds approval of the entire Board of Directors.
- The notice for any meeting at which a vote on amendments will occur must include a copy of the proposed amendment provided at least seven days in advance.

### **ARTICLE 12 – Open Records**

The organization's financial records shall be accessible to any member of the school community for reasonable purposes, with the following exceptions:

- Payroll records and benefit plan records will only be provided in aggregate form.
- Records will be made available for inspection in the office of the Head of School upon written request.
- Notes may be taken, and questions directed to the Board of Directors.
- Copies of records shall not be made, nor shall records be removed from the school premises.

### **ARTICLE 13 – Indemnification of Officers and Directors**

The Association shall indemnify, to the fullest extent permitted by law, any individual who is or was a Director or Officer of the school and has been, or is threatened to be, made a party to any legal action, suit, or proceeding. This indemnification applies to civil, criminal, administrative, investigative, or other proceedings, including actions brought by or on behalf of the Association.

#### **13.1 Authorization:**

In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding seeks indemnification from the Association against expenses (including attorneys' fees) and, in the case of actions other than those by or in the right of the Association, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a Director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is

ordered by a court, the Association shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

Expenses, including attorneys' fees, incurred by a Director, officer, employee, agent or volunteer in defending any action, suit or proceeding referred to in Paragraph A of this Section may be paid by the Association as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, trustee, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Association as authorized in this Article.

The indemnification authorized by Section 13.1 shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Articles, the Bylaws, any agreement, vote of members or disinterested Directors, or otherwise, both as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

For purposes of this Article, the term "volunteer" is used as defined by Chapter 1702 of the Ohio Revised Code, as amended.

The provisions of Section 1702.12(E)(5)(a)(i) of the Ohio Revised Code applicable to automatic advance payment of expenses shall not apply to this Association.

### **13.2 Insurance:**

The Association, to the extent permitted by Chapter 1702 of the Ohio Revised Code, may purchase and maintain insurance or furnish similar protection including, but not limited to, trust funds, letters of credit or self-insurance for or on behalf of any person who is or was a Director, officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association as a Director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust or other enterprise.

### **13.3 Limitation:**

Anything to the contrary notwithstanding, the Association shall not indemnify members of the Board of Directors, Officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premium: (i) would constitute a violation of any provision of the Internal Revenue Code of 1986, as amended, applicable to a private foundation, if the Association is so classified under said Code; or (ii) would constitute an "excess benefit transaction" under Section 4958 of said Code, if the Association is not classified as a private foundation under said Code.