ARTICLE I: NAME AND CORPORATION

The name of this corporation shall be Montessori Parents, Inc. The corporation has been formed under the laws of the State of Indiana as contained in Section 23-17-3 of the Indiana Code.

ARTICLE II: PURPOSES

The purposes of this corporation are (1) to operate a school for children in which the Montessori Method of education is used in accordance with AMS standards; (2) to provide a child-centered environment that facilitates independence and learning for the joy of learning guided by the educational philosophy of Maria Montessori; (3) to create a supportive network for families to help children become well-rounded individuals by providing a foundation of respect for self and others and by strongly emphasizing cultural appreciation; and (4) to create community by involving parents in the school. This corporation is formed exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. It is a school within the definition of section 170(b)(1)(A)(ii) of the Internal Revenue Code.

ARTICLE III: OFFICES

OFFICES. The principal office of this corporation in the State of Indiana shall be located in Tippecanoe County, Indiana. The corporation may have such other offices within the State of Indiana as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

REGISTERED AGENT. The corporation shall have and shall continuously maintain within the State of Indiana a registered office and agent, which shall be designated by the Board of Directors. Any changes in the registered office or agent shall be accomplished in compliance with Indiana law.

Nondiscriminatory Policy and Equal Opportunity Employer. Montessori Parents, Inc. admits students of any race, color, religion, national and ethnic origin, gender, sexual orientation, gender identity and/or expression, or disability with all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, religion, national and ethnic origin, gender, sexual orientation, gender identity and/or expression, or disability in administration of its educational policies, business business administration, admissions policies, employment, and other school-administered programs. Montessori Parents, Inc. is an equal opportunity employer.

ARTICLE IV: MEMBERSHIP

Members are the family of regularly enrolled children in The Montessori School of Greater Lafayette. For purposes of these Bylaws family is defined as the parents, legal guardian, or person who has legal and physical custody of the enrolled child. Membership terminates when the family no longer has a child attending the school, except in instances in which a younger sibling will become enrolled in less than a year following the termination of the enrollment of an older sibling, then the family shall continue to be members during the interim. In all matters of the corporation, a Member family shall together or singly
have one (1) vote per enrolled child. Either or both parents of each child shall have the right to hold any elected position or to serve on any committee within the corporation. Membership in the corporation may be denied, suspended, or terminated by the Board of Directors for failure to pay the child’s tuition or other assessed charges.

ARTICLE V: ORGANIZATIONAL STRUCTURE

Montessori Parents, Inc. is a not-for-profit school. It is not the intent of Montessori Parents, Inc. that any or all its assets will be disposed of in such a way that Montessori Parents Inc. will survive such disposition of assets resulting in a privately or publicly owned, for profit school. From time to time it may be necessary to dispose of certain school assets. The proceeds from such sale of assets will benefit Montessori Parents, Inc. Should it be necessary to substantially dispose of all assets of Montessori Parents, Inc., the proceeds from such sale will be donated to a not-for-profit program designed for Montessori education.

ARTICLE VI: CORPORATION MEETINGS

(1) Regular Meetings - The Corporation will hold no fewer than one Corporation meeting a school year. The meeting shall be held during the Spring semester with the times and places being designated by the Board of Directors. The purpose of this meeting is to approve the budget, elect the Board of Directors for the following year, and transact any other business as may come before the Membership. Written statements of any items requiring a Corporation vote shall accompany the agenda. Failure to hold an annual meeting, as required by these Bylaws, shall not work as a forfeiture or dissolution of the school or invalidate any action taken by the Board of Directors or officers of the school.

(2) Special meetings - Special Corporation meetings may be held under the following conditions:
   (a) A majority of the Board of Directors may direct the President to convene a special meeting at any time,
   (b) A self-appointed ad-hoc committee of 20% or more of the membership may direct the President to convene a special meeting at any time by submission of a written petition.

(3) Notice of Meetings Written notice of each meeting of the Members shall state the place, day and hour of the meeting and the purpose of the meeting, and shall be delivered to the Members not less than 10 nor more than 30 days before the date of the meeting. The notice of a meeting shall be deemed delivered to a Member when personally given to any member of the Member’s family, deposited in the U.S. mail properly addressed to the Member at the address as it appears in the records of the corporation with first class postage affixed, or sent via electronic communication (e.g. email, fax, or other) at such address as it appears in the Corporation records. Any Member may waive notice of any meeting before, at or after such meeting. The attendance in person at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(4) Voting - For the purposes of Corporation decisions, the Members in attendance will constitute a quorum. Each Member family is entitled to one vote, either singly or together, per enrolled child on each matter submitted to a vote of the Members. A majority vote will carry any motion including approval of a candidate or slate of candidates for the Board of Directors, except for changes to the Bylaws (see Article X). Write-in candidates for the Board of Directors shall be allowed.
   (a) An absentee vote may be cast only for determining the members of the Board of Directors and
as provided in Article X. An absentee vote, submitted in writing to the secretary of the corporation prior to the meeting, shall be considered as the Member being present at the meeting.

(b) Any Corporation Member may entrust their proxy vote with another Corporation Member for purposes of voting on any matter put to a Corporation vote. A written proxy designation must be given to the Corporation secretary in advance or presented at the meeting.

(4) Order - On points of issue at corporation meetings, Robert’s Rules of Order may be invoked, and, if invoked, shall prevail.

ARTICLE VII: NOMINATING COMMITTEE

(1) The Nominating Committee shall be appointed by the president a minimum of six (6) weeks prior to the corporation meeting designated for board elections. The constitution of the Nominating Committee shall be one (1) member of the Board, three (3) corporation members who are not presently serving on the board, and one staff member. The Nominating Committee shall be charged with proposing candidates for election to the Board of Directors. In preparing the slate of candidates, the Nominating Committee shall consult with the administration and teaching staff and other Board members to identify candidates who will bring to the Board of Directors skills and talents needed by the Board to effectively execute its duties. The Nominating Committee shall also check the parent volunteer records for individuals who have expressed an interest in serving on the Board.

(2) The Nominating Committee shall present in writing to the full corporation membership a proposed slate of candidates for the Board of Directors at least two (2) weeks prior to the Corporation meeting designated for board elections.

ARTICLE VIII: BOARD OF DIRECTORS

(1) Board Membership

(a) The Board of Directors shall consist of a minimum of seven (7) Corporation members not to exceed thirteen (13) Corporation members to be elected by the corporation membership. The Board of Directors can include up to three (3) non-Corporation members who may serve on the Board with full voting privileges also to be elected by the Corporation membership. The maximum number of directors who may serve on the Board at any given time is thirteen (13) in any allowable combination of member and non-member directors. All Board of Director members will be elected by the majority vote of the quorum present at the annual meeting. The Board may continue to function with as few as five (5) members due to the resignation(s) of Board members until a replacement can be appointed or the next scheduled Corporation meeting when the position(s) shall be filled.

(b) Board members shall be elected for a two (2)-year term and may succeed themselves indefinitely. Board members whose actions are determined to be inimical to the purposes of the Corporation may be removed from office by either a majority vote of the quorum at the meeting or by unanimous vote of the remaining board members. Any member of the Board of Directors who is or has been absent from three consecutive meetings during the school year without just cause shall be deemed to have resigned from the Board.

(c) Upon resignation of a Board member, the vacancy may be filled by the affirmative vote of a majority of the remaining Directors. The vacancy shall be filled within sixty (60) days of the resignation. The newly appointed board member shall then serve until the next full Corporation meeting, during which a replacement will be elected.
(d) A Board member who ceases to be a Corporation member may, at the board's discretion, serve out the term of his/her office.

(e) New Board members shall take office at the first scheduled board meeting following their election.

(f) Preceding Board members may be asked by the Board to remain in an advisory position through May.

(g) Elected members of the Board of Directors shall not be compensated for their service on the Board, but may be repaid Board approved expenses incurred by themselves in the performance of Board duties.

(h) No individual employed by or at the school, or spouse or relative (including relative by marriage) of such individual shall be eligible to serve as a director on the Board, and only one family member may serve on the Board at any given time.

(2) **Board Responsibility**

The management of the Corporation, its affairs, property and finances shall be entrusted to the Board of Directors, subject to a veto power by two-thirds (2/3) vote of the full regular voting membership of the Corporation. The board is charged to:

(a) Arrange for an appropriate physical facility for the conduct of the Corporation's school;

(b) provide appropriate legal contracts through legal counsel as may be needed related to the business of the Corporation;

(c) provide appropriate insurance on all Corporation properties and activities;

(d) provide the means for the financial security of the Corporation and its sponsored school, which includes the consideration of outside means of support or loans without personal liability to the Board members;

(e) secure an appropriate executive director;

(f) develop and set student policies in cooperation with the executive director;

(g) establish the annual tuition per child and the schedule(s) of payment for the following academic year which must be concluded no later than the spring Corporation meeting as the proposed schedule will be subject to ratification by a majority of the regular voting membership present;

(h) dismiss, in consultation with the executive director, any child and his/her parents from enrollment and membership as determined by the disciplinary policy set forth by the Board;

(i) respond fairly and appropriately to any requests for tuition reimbursements or alteration of payment schedules;

(j) determine the school and fiscal year origin and termination dates, the length and number of school sessions and the number of classes to be sponsored;

(k) establish policies related to the extent and requirement of parental participation in the day-to-day activities of the school;

(l) govern all other matters related to the management of the Corporation;

(m) ensure the school remains in good legal standing and operates as outlined in Section 503(c)(3) of the Internal Revenue Code of 1954;

(n) abide by and revise the Code of Conduct in the Parent Handbook;

(o) conduct fundraising activities and inculcate a culture of giving in the community;

(p) promote the school in the larger community;

(q) select new members and elect officers to perpetuate an effective Board of Directors; and

(r) ensure the school operations are consistent with the Montessori philosophy, the school’s mission statement, in the best interests of its students, parents, and teachers and ensure the long-term stability of the institution.

(3) **Board Meetings**
(a) The Board shall meet at times and places deemed necessary and appropriate by its president and other members, and by special call from the Corporation through the president, but not less than one meeting per month.
(b) The physical presence of five (5) voting members at a Board meeting will constitute a quorum for the purposes of transacting corporation business. A Director is physically present at a meeting if there in person or by any type of audio contact which allows persons participating in the meeting to communicate with one another.
(c) All Board meetings may be conducted according to Robert's Rules of Order.
(d) Summaries of Board meetings and dates of regular Board meetings will be made available to Corporation members.
(e) Any Board member may entrust their proxy vote with another, which must be duly noted in the Board minutes.
(f) Board meetings, excluding Executive Session, are open to any Corporation member and/or staff member.

(4) Officers
The Board shall elect each year from within its membership a president, a vice-president, a treasurer, and a secretary. These shall be the offices of the Board and the Corporation.
(a) The president shall preside at all Board and Corporation meetings, and is responsible in general for seeing that the affairs of the Corporation are conducted and transacted in a proper manner, and shall appoint the membership and chair of all Corporation committees.
(b) The vice-president shall act as parliamentarian at all meetings, shall preside at Board meetings or Corporation meetings in the absence of the president, and shall assume and perform whatever other duties as the president shall deem appropriate.
(c) The treasurer shall oversee the receipt and disbursement of monies of the Corporation as directed by the Board, shall oversee the submission of all legal forms necessary to acquire and maintain tax exempt and not-for-profit status of the Corporation, and shall, in general, review all financial records of the Corporation and the Board.
(d) The secretary shall keep a record of all the proceedings of the Board and Corporation.

(5) Conflicts of Interest
If any person who is a director or officer of the school is aware that the school is about to enter into any business transaction directly or indirectly with such person, any member of such person’s family, or any entity in which such person has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall: (a) immediately inform those charged with approving the transaction on behalf of the school of such person’s interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person’s knowledge that bear on the advisability of such transaction from the standpoint of the school; and (c) not be entitled to vote on the decision to enter into such transaction.

ARTICLE IX: HEAD OF SCHOOL

DUTIES OF THE HEAD OF SCHOOL. The head of school, known as the Executive Director, shall:
1. Carry out the educational policies established by the Board of Directors and act within the limits of the financial policies set by the Board. The Executive Director determines the methods for carrying out Board policies, creates operational policy, oversees the business operation, develops and evaluates student programs and services, provides administrative and professional leadership for faculty and staff, orchestrates external relations, and has responsibility for day-to-day operation of the school;
2. Hire, supervise, evaluate, and fire all other employees of the school;
3. Assume responsibility for enrollment, admissions, placement and classification of students;
4. With the assistance of the business manager, formulate and submit to the Board of Directors a proposed detailed annual budget reflecting the needs of the school, and to administer the budget once approved by the membership;
5. Conduct, at least annually, performance evaluations of staff;
6. Act as an ex-officio member of the Board of Directors.

ANNUAL EVALUATION. The Personnel Committee of the Board of Directors shall conduct an annual evaluation of the performance of the Executive Director, and shall present such evaluation with appropriate recommendations for action to the Board.

RESIGNATION. The Executive Director shall notify the Board of Directors in writing of his/her intent to resign from employment at least sixty (60) days prior to the effective date.

ARTICLE X: BYLAWS AMENDMENTS

(1) Separate articles or whole bylaws may be amended or repealed by an affirmative vote of two-thirds (2/3) of the Corporation Members.

(2) Any Member may propose amendments to the bylaws by providing written notice to the membership at least thirty (30) days before a scheduled Corporation meeting.

(3) Motions to amend the bylaws shall be in writing.

(4) Votes on changes to the bylaws may be cast in writing fourteen (14) days prior to the Corporation meeting and will conclude at midnight the day of the Corporation meeting.

ARTICLE XI: RECORDS COMPILATION

The financial statement of the organization will be compiled annually by a certified public accountant. This compilation may be called at any time. The completed compilation shall be made available to the Corporation members, upon request.

ARTICLE XII: MISCELLANEOUS

Custom and Practice. Should any person or body regulated by these bylaws, including the Board of Directors, develop in good faith a custom or practice inconsistent with these bylaws, such inconsistency shall not, in and of itself, invalidate any action otherwise properly taken. Upon notice of such inconsistency, the Board shall promptly rectify the situation by either amending the bylaws to conform to such practice, or by discontinuing the inconsistent custom or practice. This section does not authorize any violation of applicable law.

Reliance upon Books, Reports and Records. Each Director, each member of any committee designated by the Board, and each officer acting in the performance of his/her duties, shall be fully protected in relying in good faith upon the books and records and the advice, information, opinions, presentations, recommendations, and reports provided by any officer, staff, or designated consultant or expert (e.g. accountants, attorneys, and others) of Montessori Parents, Inc.

Rules of Construction. In construing, reading and interpreting provisions of these By-laws, the following
shall be applicable unless the context and plain meaning of the provision in question clearly indicates otherwise: (i) the Article and Section headings are for the convenience of the reader and do not restrict any provision of the Article or Section, (ii) the provisions of these Bylaws shall be read together so as to give the fullest effect to each provision under applicable Indiana law, (iii) the singular tense of a term or word shall include the plural and vice versa, (iv) the feminine tense of a term or word shall include the masculine tense and vice versa.

ARTICLE XI: INDEMNIFICATION OF OFFICERS AND DIRECTORS

(1) To the greatest extent not inconsistent with the laws and policies of Indiana, the Corporation shall indemnify and hold harmless an officer or director (any such officer or director, who is a person, and any responsible officers, directors, or managers of such officer or director which is an entity, hereinafter being referred to as the indemnified “individual”) made a party to any proceeding; provided that it shall be determined in the specific case in accordance with paragraph 4 of this article that indemnification of such individual is permissible in the circumstances because the individual has met the standard of conduct for indemnification set forth in paragraph 3 of this article. The Corporation shall pay for or reimburse the reasonable expenses incurred by an officer or director in connection with any such proceeding in advance of final disposition thereof if (i) the individual furnished the Corporation a written affirmation of the individual’s good faith belief that he or she has met the standard of conduct for indemnification described in paragraph 3 of this article, (ii) the individual furnishes the Corporation a written undertaking, executed personally or on such individual’s behalf, to repay the advance if it is ultimately determined that such individual did not meet such standard of conduct, and (iii) a determination is made in accordance with paragraph 4 that based upon facts then known to those making the determination, indemnification would not be precluded under this article. The undertaking described in subparagraph 1(ii) above must be a general obligation of the individual, subject to such reasonable limitations as the Corporation may permit, but need not be secured and may be accepted without reference to financial ability to make repayment. The Corporation shall indemnify an officer or director who is wholly successful, on the merits or otherwise, in the defense of any such proceeding, as a matter of right, against reasonable expenses incurred by the individual in connection with the proceeding without the requirement of a determination as set forth in paragraph 3 of this Article. Upon demand by an officer or director for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the officer or director is entitled thereto in accordance with this article. The indemnification and advancement of expenses provided for under this article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of the articles or organization.

(2) The Corporation shall have the power, but not the obligation, to indemnify any individual who is or was an employee or agent of the Corporation to the same extent as if such individual was an officer or director.

(3) Indemnification of an individual is permissible under this article only if (i) such individual conducted himself or herself in good faith and acted within the scope of his or her role within the Corporation, (ii) such individual reasonably believed that his or her conduct was in or at least not opposed to the Corporation’s best interest, and (iii) in the case of any criminal proceeding, such individual had no reasonable cause to believe his or her conduct was unlawful. Indemnification is not permissible against liability to the extent such liability is the result of willful misconduct, or recklessness, or any improperly obtained financial or other benefit to which the individual was not legally entitled. The termination of a proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the individual did not meet the standard of conduct described in this paragraph.

(4) A determination as to whether indemnification or advancement of expenses is permissible shall be
made by the Board of Directors by a majority vote consisting of directors not at the time parties to the proceeding or by special legal counsel or arbitrator selected by a majority vote of the directors not at the time parties to the proceeding.

(5) Indemnification shall also be provided for an individual’s conduct with respect to an employee benefit plan if the individual believed his or her conduct to be in the interests of the participants in and beneficiaries of the plan.

(6) Nothing contained in this shall limit or preclude the exercise or be deemed exclusive of any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any individual who is or was an officer or director of the Corporation or is or was serving at the Corporation’s request as a director, officer, partner, manager, trustee, employee, or agent of another foreign or domestic corporation, partnership, association limited liability corporation, corporation, joint venture, trust, employee benefit plan, or other enterprise, whether for-profit or not.

(7) Nothing contained in this Article shall limit the ability of the Corporation to otherwise indemnify or advance expenses to any individual. It is the intent of this article to provide indemnification to officers and directors to the fullest extent now or hereafter permitted by the law consistent with the terms and conditions of this article. If indemnification is permitted under this article, indemnification shall be provided in accordance with this article irrespective of the nature of the legal or equitable theory upon which a claim is asserted, including without limitation, breach of duty, waste, breach of contract, breach of warranty, strict liability, violation of federal or state securities law, violation of the Employee Retirement Income Security Act of 1974, as amended, or violation of any other state or federal law.

(8) For the purposes of this article:

(a) The term “expenses” includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplication costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this article, applicable law or otherwise.

(b) The term “liability” means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.

(c) The term “party” includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

(d) The term “proceeding” means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal.

(9) The Corporation shall purchase and maintain insurance for its benefit, or the benefit of any individual who is entitled to indemnification under this Article, or both, against any liability asserted against or incurred by such individual in any capacity or arising out of such individual’s service with the Corporation, whether or not the Corporation would have the power to indemnify such individual against such liability.