

## **By-Laws of SouthEast Alaska Friends of Montessori**

The following constitutes the by-laws of SouthEast Alaska Friends of Montessori, Inc., a non-profit corporation. Its principle place of business is Juneau, Alaska, though it serves all of greater Southeast Alaska. The following by-laws were adopted by a majority of the eligible Membership of said corporation, as permitted under Section 10.20.056 of Chapter 20 (hereafter referred to as the Act) Alaska Statutes, and duly signed by the Directors.

### **Mission**

The mission of SEAFOM is to support schools and individuals throughout Southeast Alaska by promoting, developing, implementing, and maintaining Montessori education, as created by Dr. Maria Montessori.

### **Vision**

SEAFOM's vision is to make Montessori education available to all Southeast Alaskan families who seek it. We believe that the Montessori approach to education should be available to all young people, including those who are at-risk and underserved. It is therefore our goal to make all levels of Montessori education available through the public school system.

### **Article I Names and Offices**

1. The name of the corporation shall be SouthEast Alaska Friends of Montessori, Inc., herein referred to as the Corporation.
2. The principle offices of the Corporation shall be in the city of Juneau, State of Alaska. The Corporation may also have offices at such other places as the Board of Directors from time to time may appoint or the purposes of the Corporation may require.

### **Article II Purposes**

1. The purposes for which this non-profit corporation is organized are:
  - a. To develop and implement Montessori education throughout Southeast Alaska by supporting schools and communities.
  - b. To educate and serve as a positive and constructive source of information and education on the Montessori Method.
  - c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes, or furtherance of any of the powers, herein set forth, either alone or in conjunction with other corporations, tribal councils, firms or individuals, and to do all other things incidental thereto of connected therewith, which are not forbidden by the Act, or other law, or by the Articles of Incorporation.
  - d. To provide an atmosphere of support and information regarding the foregoing purposes and objectives of the Corporation. These foregoing purposes may be amended from time to time.

e. These by-laws may be amended from time to time through a meeting of the Membership, at its Annual Meeting, by a vote of those in attendance.

2. The Corporation is not formed for pecuniary or financial gain.

a. Members of the Board of Directors must publicly disclose to the membership any conflict of interest or potential conflict of interest from which they or their families may benefit financially during the course of the Corporation's business.

b. Members of the Board of Directors who have a conflict of interest from which they may benefit during the course of the Corporation's business, may not vote on that matter.

### **Article III Membership and Dues**

1. The business and affairs of the Corporation shall be managed by the Board of Directors.

a. The number of Directors of the Corporation shall be at least five (5) and not more than (9).

b. Each Director will serve a two (2) year term. All seats shall be on a two (2) year staggered terms basis.

c. Directors shall be elected at the Annual Meeting.

d. A vacancy occurring in any Director's seat shall be filled for the unexpired term at the next regularly scheduled meeting by a majority vote of the remaining Directors.

e. A majority vote of all members of the Board may remove a Director for just cause.

f. A majority of the Membership may remove one or more of the Directors for just cause.

1) 'Just Cause' is hereby defined as one or both of the following activities:

a) Chronic non-attendance of regularly scheduled Board meetings; which is defined as failure to attend fifty percent (50%) of meetings in a twelve (12) month period, and/or

b) Acts of moral turpitude involving persons under eighteen (18) years old or pecuniary interests.

g. A Board Member who has been removed by the Board of Directors may appeal to the Membership for reinstatement.

2. Membership: Persons shall become members of the Corporation by subscribing to the Purposes of the Corporation as described in Article II and by paying a nominal annual membership fee in an amount to be established by the Board of Directors. The Board shall seek to make every effort to build a diverse membership including, but not limited to Montessori professionals, parents, educators, and other persons interested in the mission of the Corporation.

### **Article IV Officers and Duties**

1. Officers: The Board of Directors shall elect officers from among its body. Such positions will include President, Vice President, Secretary, and Treasurer.

2. Term: As soon as practical after the Annual Meeting, the newly elected Board will meet to elect its officers.
  - a. Officers will serve a two (2) year term.
  - b. The Board, by a majority (greater than 50%) vote of Directors, may remove an officer for just cause (as outlined herein) and/or fill a vacancy.
3. Voting: A quorum of Board members must be present to conduct business of the Corporation. A quorum shall be defined as more than 50% of the board members.
  - a. The Board will attempt to achieve unanimity in all voting situations. However, action may be taken by a majority of those present.
  - b. Proxy votes will not be allowed at any meetings of the Corporation by Board members.
  - c. Board members may telephonically attend and participate in meetings, and vote on Corporation business during such participation.
4. President: The President shall serve as the official representative of and spokesperson for the corporation, shall preside at Board meetings, shall chair the Executive Committee, and shall perform such other duties as may be prescribed in these by-laws.
5. Vice President: The Vice-President shall assist the President, shall perform the duties of the President in the absence or disability of that officer to act, and shall serve on the Executive Committee.
6. Secretary: The Secretary shall see that the minutes of all meetings are recorded, and shall note the votes of the Board by name. The Secretary shall distribute the minutes of each meeting prior to the next regularly scheduled meeting and shall maintain an accurate file of the minutes. The Secretary shall keep files on all Corporation activities and correspondence, and shall be responsible for annual non-profit corporation reports as required by the State and/or Federal government(s). The Secretary shall also conduct the election of the Board Members at the Annual Meeting. The Secretary shall serve on the Executive Committee.
7. Treasurer: The Treasurer shall have custody of all of the Corporation's funds, shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors. The Treasurer shall keep the Board apprised of overall finances and cash flow, shall make a full report at the Annual Meeting, and shall propose the following year's budget. The Treasurer shall also maintain such books, accounts and records so as conform to the requirements of these by-laws and to the tax-exempt status administered by the U.S. Internal Revenue Service, and shall submit such documentation as is required by the U.S. Internal Revenue Service. The Treasurer shall chair the Finance Committee and shall serve on the Executive Committee.
8. Up to 5 Members-At-Large: Members-At-Large shall attend board meetings and shall actively participate in the affairs of the Corporation.

## **Article V Meetings**

1. Annual Meeting: The Annual Meeting of the Membership shall be held each year at a time designated by the Board for the purposes of electing directors, adopting the annual budget and discussing past and future programs and finances with the new Membership. The Board will provide written notice to the members of the annual meeting.

2. **Special Meetings:** Special Membership Meetings may be called by the Board of Directors or 10% of the Membership for fund-raising, information dispersion, social events, or other purposes. All meetings shall be noticed to the Membership at least seven (7) days prior to the scheduled meeting.
3. **Open Meetings:** SEAFOM, in the conduct of its business, will conduct meetings that are open to the public. The Board President may call an executive session (closed meeting) to discuss matters that the Board deems necessary and sensitive to the Corporation or its members.
  - a. The Membership will attempt to achieve unanimity in all voting situations. However, action may be taken by a vote of more than 50% majority.
  - b. A quorum of members must be present to propose and act upon business of the Corporation. A quorum is defined as 10% of the Membership of the Corporation.
  - c. Major, non-budgeted items, exceeding \$3,000 require approval of the Membership.
  - d. Proxy votes will not be allowed at any meeting of the Corporation by Members.
  - e. Members may telephonically attend and participate in meetings and vote on Corporation business during such participation.
4. **Board Meetings:** The Board shall establish a schedule for meetings to conduct Corporation business.
  - a. Meetings will be noticed to the Membership at least seven (7) days prior to the next scheduled meeting, except for Executive Sessions.
  - b. The Board may meet in Executive Session for these reasons:
    - (1) To discuss personnel matters which may damage the reputation(s) of person(s) involved, unless the person(s) waive(s) right to a private meeting.
    - (2) To discuss legal or financial matters when the release of such information could injure the interests of the Corporation.
    - (3) Executive Sessions must be scheduled separately from regular Board Meetings.
    - (4) Members of the Executive Committee must report to the Membership at the next regular Board Meeting and disclose the general topics discussed in Executive Session if action is required.

## **Article VI Standing and Special Committees**

1. The Board will actively seek to involve the Membership by creating and making use of committees on which non-Board members may serve.
2. **Standing Committees:** The Board of Directors may create such Standing Committees and ad hoc Committees, as it may deem necessary to promote the purposes and carry on the work of the Corporation.
  - a. **Executive Committee:** This committee is empowered to act for the full board in matters that require immediate action and/or do not involve major questions of policy or funding. It is the chief coordinating committee for the board, mapping out how the board's business should be conducted, setting agendas, coordinating long-range planning, and communicating with the other committees in order to organize all specific plans into a coherent whole. It also develops personnel policies, evaluates personnel, and handles grievances. The Executive Committee may meet and act for the dispersion of funds up to \$1,000 without the consent of the total Board in order to further the purposes and objectives of the Corporation as outlined in these by-laws. The corporation's President chairs this committee and the Vice President, Treasurer and at least one other Board Member serves on this committee.

- b. Finance Committee: This committee is empowered to study and make recommendations regarding all financial procedures and controls, assist in the preparation and presentation of budgets, and review all financial statements and reports. This committee is chaired by the Treasurer of the Board.
- c. Membership/Nominating Committee: This committee maintains the membership rolls and conducts membership drives. It also serves as a nominating committee and in this capacity identifies, screens, and recommends prospective trustees, produces and updates the Board Manual, and assists in the recruitment and orientation of trustees.

#### **Article VII Fiscal Year**

1. The fiscal year shall be the calendar year.

rev. 5/2004

rev. 5/2011