

BYLAWS  
OF  
NEAR NORTH MONTESSORI SCHOOL

June 2, 2008

With Schedule A of Committees adopted 9/1/09

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## **ARTICLE I - PURPOSES**

The purposes of the Corporation are to teach and educate and to conduct and maintain a school.

It is the Corporation's intention to teach by what is generally known as the Maria Montessori Method. The term "school" is intended to include all of the activities, educational, social or otherwise, that may be carried on or conducted by such a school. The Corporation may lease, rent, purchase or construct facilities for carrying on such activities.

## **ARTICLE II - OFFICES**

The Corporation shall have and continuously maintain in this State a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

## **ARTICLE III - MEMBERS OF THE CORPORATION**

### **Section 3.01 - Classes of Members of the Corporation**

The Corporation shall have one class of members ("Members"), consisting of each of the parents of children who are enrolled in the school for current instruction. The term 'parent' shall include natural or adoptive parent or duly appointed legal guardian. The term 'children' shall include natural or adoptive children or legal wards. A parent shall cease to be a Member of the Corporation upon the graduation, dismissal or withdrawal from the school of the parent's child or children, provided, however, that no membership shall be terminated because any of the parent's children are not attending any summer session that may be offered.

### **Section 3.02 - Divestiture of Voting Rights**

Members of the Corporation shall not have a vested right in their membership, except that Members of the Corporation may not be divested of their rights as provided in these Bylaws unless amendments to these Bylaws to such an effect are ratified in the manner provided by Article XIV, Amendments to Bylaws, hereof.

### **Section 3.03 - Voting Rights**

Each Member of the Corporation shall have one vote on each matter submitted to the Members of the Corporation to be voted upon. There shall be no cumulative voting.

### **Section 3.04 - Tuition**

The Board of Directors shall establish tuition and other appropriate charges for the school. All Members of the Corporation who are current in such obligations or who have been current at any time within the six-month period prior thereto shall be considered Members of the Corporation in good standing for purposes of these Bylaws, provided that they meet the test of Section 3.01 above.

Tuition shall be payable at such time and in accordance with such schedule as the Board of Directors shall establish.

### **Section 3.05 - Termination of Membership**

Failure to pay tuition and other charges established by the Board of Directors may result in a child or children not being allowed to continue as a student at the school, as set forth in the School's policy on Delinquent Accounts.

Payment in full of arrearage of tuition and charges in the same school year in which the arrearage accrued shall automatically serve to reinstate membership of any Member terminated for non-payment.

The Board of Directors may provide for termination of services to any Member's child at any time for such other reasons as the Board may establish as school policy, including, but not limited to, the Student Disciplinary Policy, Student Assistance Program, Sexual Harassment Policy, Computers Acceptable Use Policy, and Conflicts of Interest Policy.

### **Section 3.06 - Resignation**

Any Member of the Corporation may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member of the Corporation so resigning of the obligation to pay any tuition, assessments or other charges theretofore accrued and unpaid.

### **Section 3.07 - Transfer of Membership**

Membership in this Corporation is not transferable or assignable.

### **Section 3.08 - Rules**

Every Member of the Corporation shall be subject to the Corporation's rules as from time to time in force as a continuing condition of membership.

## **ARTICLE IV - MEETINGS OF MEMBERS OF THE CORPORATION**

### **Section 4.01 - Annual Meeting of Members of the Corporation**

The annual meeting of the Members of the Corporation shall be held on the first Monday in June, at the school's principal place of instruction, or at such other time during the months of May or June and at such place as is determined by the Directors.

Said meeting shall be for the purpose of transacting such business as may come before the meeting, except that such meeting shall not include the election of Directors, which election shall be conducted in the manner set forth in these Bylaws.

A financial report, a President's report, an Executive Director's report, and reports of committees that were active during the preceding school year shall be rendered by the Board of Directors to the Members of the Corporation at the annual meeting. The reports presented at that meeting shall be available in the school office for review during school hours.

### **Section 4.02 - Other Meetings**

Other meetings of the Membership may be called by a majority of the full Board of Directors, or by one-fifth of all Members of the Corporation. The only business to be transacted at such a meeting must relate to the specific purpose for which that meeting is called.

### **Section 4.03 - Notice of Meetings**

Notice of any meeting of the Members of the Corporation shall contain the place, day, hour and purpose of the meeting. The notice shall be given to all Members of the Corporation not less than five (5) nor more than forty (40) days before the date of the meeting or, if that is not possible, then as much in advance as reasonable and practicable under the circumstances. The notice shall be in writing, delivered personally or sent by mail (postal or electronic) or facsimile transmission (FAX) to each Member of the Corporation at his or her home or business address (including electronic addresses where provided) as shown by the records of the Corporation. If sent by postal mail, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope with prepaid postage. Any Member of the Corporation may waive notice of any meeting.

### **Section 4.04 - Quorum**

Only those matters that require a vote of the Members of the Corporation shall require a quorum. The Members of the Corporation entitled to cast one-tenth of the votes which may be cast at any meeting shall constitute a quorum for

voting purposes. Only those Members physically present at the meeting shall count for purposes of determining a quorum. If a quorum is not present at any meeting of Members of the Corporation, a majority of the Members of the Corporation present may adjourn the meeting at any time without further notice. At any reconvened meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

#### **Section 4.05 - No Proxies**

Any vote by a Member present at a meeting of the Members of the Corporation must be made in person, and not by proxy.

#### **Section 4.06 - Manner of Acting**

The act of a majority of the Members of the Corporation present at a meeting at which a quorum is present shall be an advisory act of the Members of the Corporation. Members of the Corporation may proceed with a Referendum pursuant to Article XV, Referendum, if they wish to take a vote that is binding on the Corporation, its Members, its Board of Directors, its committees, its officers and its agents.

The most recent edition of Robert's Rules of Order shall, to the extent consistent with these Bylaws, govern the proceedings of this meeting.

### **ARTICLE V - BOARD OF DIRECTORS**

#### **Section 5.01 - General Powers**

The affairs of the Corporation shall be managed by its Board of Directors, or as delegated by the Board of Directors in accordance with these Bylaws. The Board of Directors shall select an Executive Director to administer the affairs of the school, on such terms and conditions as the Board of Directors may from time to time determine.

#### **Section 5.02 - Classroom Teacher Members of the Board of Directors**

The 0 to 6 year old head classroom teachers shall elect, by secret ballot, one (1) head teacher as a Member of the Board of Directors. The 6 to 14 year old head classroom teachers shall also elect, by secret ballot, one (1) head teacher as a Member of the Board of Directors. Each classroom teacher Member of the Board of Directors shall be elected for a two year staggered term. Should the classroom teacher so elected cease being a classroom teacher, or fail, refuse or decline to serve, he or she shall cease to be a Member of the Board of Directors, and that portion of the classroom teachers which elected the classroom teacher Member of the Board of Directors shall hold a special election to elect another classroom teacher to fulfill the unexpired portion of that teacher Member's term. Classroom teacher members of the Board of Directors shall have all of the rights and

privileges of other members of the Board of Directors of the school unless excluded pursuant to Section 5.09 (Closed Session of the Board of Directors Meeting).

### **Section 5.03 - Administrative Representation on the Board of Directors**

The school's Executive Director shall serve as an ex officio voting Member of the Board of Directors. If the Executive Director is unable to serve on a regular basis, the Board shall appoint another administrative employee to serve as an ex officio voting Member of the Board.

### **Section 5.04 - Parent Member Representation on the Board of Directors**

There shall be between thirteen (13) and eighteen (18) parent Directors elected to the Board of Directors with the exact number to be established from time to time by the Board of Directors. At least one-third (1/3) of said Directors shall be elected at each annual election, for three year staggered terms, except in cases where the Board reduces the number of Directors for the upcoming year. In cases where the Board increases the number of Directors for the upcoming year, they shall designate the length of the term(s) being established in a manner designed to maintain the concept that one-third (1/3) of said Directors be elected each year. A Director shall be a Member of the Corporation in good standing as defined in Article III. The failure of any Director to remain a Member in good standing at any time during his or her term as a Director shall be good cause for immediate disqualification of such person to serve as a Director. Only Members of the Corporation who are not employees of the Corporation are eligible to be elected as parent Directors.

### **Section 5.05 - Nomination Process for Parent Directors**

The Corporation will use the following schedule for the election of parent Directors. In the event this schedule is modified, the Board of Directors shall cause the modified schedule to be posted in a conspicuous location at the principal place of instruction. All activities discussed in this schedule will take place at the principal place of instruction, unless the Board of Directors shall determine otherwise. In the event any dates set forth herein shall fall on a Saturday, Sunday or legal holiday, then the effective date shall be the next date following that date which is not a holiday, a Saturday, or a Sunday.

#### **A. Appointment of a Nominating Committee**

A Nominating Committee shall be appointed by the President and be comprised of not fewer than four (4) Directors. Only Directors may be members of the Nominating Committee. The members of the Nominating Committee shall include the Executive Director, the President, at least one parent Director of a 3-6 student, and at least one parent Director of a 6-14 elementary school student. The President of the Board may appoint additional parent Directors to the Nominating

Committee. The President of the Board shall be a voting member of the Nominating Committee.

B. Responsibilities of the Nominating Committee

The Nominating Committee will be responsible for identifying and interviewing candidates to fill Board vacancies and annually recommending a slate of qualified candidates to the Board and the parent Members of the Corporation.

The Nominating Committee shall also nominate officers for election at the first meeting of the Board of Directors, as provided for in subsection 5.08(B) of these Bylaws.

C. Due Date for Nominating Petitions

An individual who seeks to be nominated to be a Director by the Nominating Committee shall file a biographical form in the school's main office by the Friday prior to the date for "Board Interviews" scheduled on the school calendar. Forms shall be obtainable from the school's main office and/or from the Secretary or his or her nominee, at any reasonable time. The Nominating Committee will have the discretion to consider late petitions.

D. Interviews of Candidates for Parent Directors

All candidates for directorship shall be interviewed by the Nominating Committee on the dates for "Board Interviews" scheduled on the school calendar. Additional interview dates may be scheduled as needed.

E. Comment Period for Proposed Slate of Nominees

The Nominating Committee shall present a recommended slate of candidates at the first Board meeting following completion of the candidate interviews. The Board must vote on whether to approve each candidate on the slate no later than April 1. Not less than twenty (20) calendar days prior to the Board meeting where the recommended slate will be presented and considered, said slate and information concerning the persons on the slate shall be publicized to the Members of the Corporation by (1) posting information about the proposed nominations and comment period in the main hallway of the School, in the School's weekly newsletter (This Week), and on the School's website, and (2) sending information about the proposed nominations and comment by email to those Members of the Corporation for whom email addresses are available.

The publicized information about the proposed nominations and comment period shall set forth the date of the Board meeting at which the recommended slate will be proposed and considered. Members of the Corporation shall have the

opportunity to submit comments, as provided in the notice sent to Members about the proposed nominations. Comments shall be submitted to the President of the Board of Directors or chair of the Nominating Committee concerning any of the proposed nominees. Comments must be signed and submitted in writing not less than seventy two (72) hours in advance of Board meeting where the recommended slate will be proposed and considered.

The President of the Board of Directors and the chair of the Nominating Committee shall provide to the Board of Directors a summary of any comments received. Any comments containing negative information about a nominee or opposing their nomination shall be presented in a closed session of the Board.

F. Board Approval of Parent Member Candidates

All candidates recommended by the Nominating Committee and approved by the Board of Directors no later than April 1 shall be submitted for election to the Members of the Corporation as set forth in Section 5.06 of these Bylaws. In the event any of the proposed nominees are not approved by the Board, the Nominating Committee shall have the option to recommend replacement nominees or leave a position(s) vacant. Any new nominee proposed shall be subject to the same type of comment period and election procedure as provided in these Bylaws.

**Section 5.06 - Election of Parent Directors**

Election for the Board of Directors of the school, other than classroom teacher Directors, shall take place as follows:

A. Term of Office for Directors

Directors to be elected by the Members of the Corporation shall serve for three (3) years, except as otherwise provided herein.

B. Voting Requirement for Election

A nominee for Director shall be elected a Director if he or she receives a total number of votes equal to at least 50% of the total ballots cast by the Members of the Corporation. In the event a nominee is not elected, that Director position shall remain vacant until such time as a subsequent election is held.

C. Ballot Format and Content

The Secretary shall cause to be sent to each Member of the Corporation, the ballot, an announcement of the election, and the election materials, together with a notice advising how to fill out the ballot. Said notice shall be in substantially the following form:

The persons listed on the attached ballot have been duly nominated for election as Directors of the Near North Montessori School. Candidates receiving the votes of at least 50% of the ballots cast will be elected as Directors.

The enclosed biographies have been submitted by them along with their nominating petitions. There are \_\_\_\_\_ positions to be filled. You may cast no more than one (1) vote for any Director. You have \_\_\_\_\_ votes in all. If you wish, you may choose to vote for less than all of the Directors to be elected without invalidating your ballot. However, in no event may you cast more than one vote for any one candidate.

Do not sign the ballot itself or place any identifying marks on it. Place the ballot inside the plain white envelope provided. This envelope in turn should be placed in the return mailing envelope. These inner envelopes shall be handled in such a way as to maintain secrecy of ballots. However, you must sign the reverse side of the return mailing envelope to verify that ballots are cast only by those entitled to vote.

If you fail to sign the return envelope your vote will not be counted. Each parent must use a separate envelope.

Your ballot must be received at the school office by Noon on (the date of the second Monday in May) or it will not be counted. In addition to the nominees here included, two (2) Directors, one representing the 0 to 6 year old head classroom teachers and one representing the 6 to 14 year old head classroom teachers, are elected directly by the head classroom teachers.

The election materials shall consist of the ballot itself, the foregoing notice, an inner envelope and an outer mailing envelope, and such biographies of candidates as shall have been submitted by the candidates.

The school's office staff shall serve as tellers for the election, and each nominee shall be entitled to designate one (1) watcher. The decision of the tellers on matters not covered by this instrument shall be final.

Either an "X" or a "check mark" shall be considered proper and valid voting marks.

D. Distribution of Ballots

After the Board's approval of the Nominating Committee's recommended slate of candidates, all materials for the election of parent Members of the Board of Directors shall be mailed to all Members of the Corporation no less than thirty (30) days before the ballots are due. The ballot materials shall prescribe the procedure for voting and the procedure and schedule for returning completed ballots.

E. Due Date for Return of Ballots

All ballots must be received at the school's main office by Noon on the second Monday in May in order to be counted.

F. Term of Office for New Members of the Board of Directors

The term of office of newly elected Members of the Board of Directors shall begin on the day of the June meeting of the Board of Directors in the year of their election.

**Section 5.07 - Board Vacancies**

Unless otherwise provided by statute, law or articles of incorporation, a majority of the Board of Directors may fill any vacancy on the Board of Directors caused by any Director's death, resignation, or other inability or failure to serve or act during his or her elected term. A vacancy may only be filled by a person nominated by the Nominating Committee. For purposes of this provision, a Board vacancy shall not include an opening resulting from a Director coming to the natural end of a term of office. The procedure for filling of a Board vacancy as described in this section is independent of the election of Directors provided for in Sections 5.04 to 5.06 above, and shall not be subject to the notice and comment provisions therein. Any Director who is selected by the Board of Directors pursuant to this provision shall serve a term ending on the day before the first meeting of the new term of the Board of Directors.

**Section 5.08 - Regular Meetings**

A. Policy

It is the policy of the Corporation that all meetings shall ordinarily be open to any Member or employee of the Corporation, except as provided in Section 5.09, Closed Session of the Board of Directors Meeting.

B. Schedule of Meetings

The Board of Directors shall meet monthly during the school year, except for February, at the principal place of education of the school (or at such other

place as the Board may designate) at such dates and times as the Board shall designate. Members of the Corporation shall be given reasonable notification of the schedule and location for Board of Director meetings and of any changes to the time or location of these meetings.

The first meeting of the new Board of Directors shall take place one week following the Annual Members' Meeting, or as soon thereafter as possible. Officers shall be elected at that meeting.

C. Minutes of Meetings

Minutes of the meeting will be kept by the Board Secretary. If the Secretary is not present, the Board Member conducting the meeting will designate a Board Member to keep minutes for that meeting.

D. Motions

The Board of Directors shall only consider motions presented by any parent Member of the Board, the Executive Director, teacher Member of the Board or chairperson of any committee of the Board. The Board of Directors may vote on motions presented at any meeting where a quorum is present. Unless otherwise provided herein, motions shall be adopted when a majority of the quorum present at a meeting votes in favor of the motion.

### **Section 5.09 - Closed Session of the Board of Directors Meeting**

A. Procedure – Generally

By a majority vote of the parent Directors, the Board of Directors may close all or a portion of a meeting to anybody except the parent Directors. The Executive Director and classroom teacher members on the Board of Directors and administrative representatives who attend the Board of Director meetings shall be excluded from closed sessions unless the parent Directors expressly allow, by a majority vote, all or some of them to be present. Parent Directors may also expressly allow, by a majority vote, the presence of other individuals at a closed session.

Any motion to close a meeting or portion of a meeting must specify the subject matter. Any discussion and action at a closed session must be limited to that subject matter.

B. Procedure - Conflict of Interest Issues

Any portion of a meeting closed as described in Sec. 5.09(A) may be closed to a parent Director who has or may have or is perceived to have a conflict of interest by a majority vote of the other parent Directors. For purposes of this

provision, an actual or perceived “conflict of interest” may include non-financial conflicts in addition to those conflicts of interest covered by any conflicts of interest policy adopted by the Corporation pursuant to Article IX of these Bylaws.

C. Subject Matter

The Board of Directors may hold a closed session on matters including, but not limited to:

1. Deliberations concerning salary schedules
2. Collective negotiating matters
3. Discussions where the acquisition or selling price of real property is being considered
4. Meetings held to discuss litigation when there is a pending action or such an action is being contemplated
5. Discussions concerning the appointment, employment or dismissal of an employee
6. Discussions concerning a conflict of interest
7. Grievances brought pursuant to the Corporation’s grievance procedure
8. Student disciplinary cases
9. Discussions about insurance claims
10. Other matters where it is important to maintain the confidentiality of the matter being discussed

D. Final Actions

Final action may be taken at a closed session only when there is a majority vote. The number of votes necessary for a majority in a closed session must be calculated based upon the entire current membership of the Board.

E. Minutes

Minutes shall be kept of all closed sessions. Minutes of closed sessions shall not be available to anyone not in attendance at such closed sessions, except for absentee Directors who were entitled to attend said closed session.

Minutes of a closed session may be approved at the next regular meeting in open session. Although minutes of the closed session may be distributed to any Director entitled to be present at said closed session, only Directors who attended such closed session shall be entitled to approve the minutes. Minutes of a closed session shall be returned to the Secretary at the end of the regular meeting at which the closed session minutes are approved. Minutes of a closed session shall not become part of the record of the regular meeting at which they are approved.

Minutes of a closed session discussing a conflict of interest shall be kept in a manner consistent with the procedures outlined in the Corporation's conflict of interest policy.

### **Section 5.10 - Special Meetings of the Board of Directors**

#### **A. Procedure**

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons who call a special meeting of the Board of Directors may designate any place within the City of Chicago as the place for holding such special meeting.

The person or persons who call a special meeting shall determine whether the substantive portion of the meeting should be held in closed session, and if so, the notice of such meeting shall state that due to the subject matter of the meeting a motion will be made to hold the meeting in closed session.

#### **B. Notice of Special Meetings**

Notice of any special meeting of the Board of Directors shall be given, where practicable, at least five days prior thereto. Notice shall be in writing, delivered personally or sent by mail (postal or electronic) or facsimile transmission (FAX) to each Member of the Corporation at his or her home or business address (including electronic addresses where provided) as shown by the records of the Corporation. If sent by postal mail, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope, postage prepaid.

Where notice to the Members cannot practicably be given in advance of a special meeting, notice shall be given as soon as practicable following the meeting. Furthermore, if all business to be conducted at a special meeting is to be conducted in closed session, notice to Members may, at the option of the Board President, be limited to posting a notice of the special meeting on the school website and/or school bulletin boards.

Any Director may waive notice of any meeting. Furthermore, the attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

### **Section 5.11 - Management of Meetings**

All Board meetings, including regular, closed and/or special meetings, will be conducted by the President of the Board. If the President is not present, the Vice-President will conduct the meeting. If neither the President nor Vice-President is present, the attending Directors will select, by a majority vote, a Director who is present to conduct the meeting.

The most recent edition of Robert's Rules of Order shall, to the extent consistent with these Bylaws, govern the proceedings of these meetings.

### **Section 5.12 - Quorum**

A majority of the Board of Directors, present in person, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### **Section 5.13 - No Proxies**

Any vote by a Director must be made in person and not by proxy.

### **Section 5.14 - Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, by corporate charter, by articles of incorporation, or by these Bylaws.

### **Section 5.15 - Removal From Office**

The Board of Directors, after reasonable written notice specifying the grounds and an opportunity for hearing before the Board of Directors, and by a two-thirds vote of the entire Board of Directors, may remove from office, for cause, any Director.

### **Section 5.16 - Consent In Lieu of Meeting of Directors**

Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is given by three-fourths (3/4) of the Directors entitled to vote with respect to the subject matter thereof. The action taken shall be effective when three-fourths (3/4) of the Directors have approved the consent unless the consent specifies a different effective date. Any consent given by three-fourths (3/4) of the Directors shall have the same effect as an affirmative

vote and may be stated as such in any document filed with the Secretary of State or elsewhere. The consent shall be immediately filed in the corporate minute book.

A consent must be signed to be valid. Actual, facsimile, or electronic signature (e.g., /s/) shall be permitted.

#### **Section 5.17 - Availability of Minutes**

Copies of the minutes, including those from closed sessions, shall be kept with the official Corporate documents.

All minutes, except those from closed sessions, of the Board of Directors meetings shall be made available upon request in the school office to all Members and employees of the Corporation.

#### **Section 5.18 - Compensation**

Directors shall not receive any compensation for their services on the Board.

### **ARTICLE VI - OFFICERS**

#### **Section 6.01 - Officers**

The officers of the Corporation shall be President, Vice-President, Treasurer, Secretary and such other vice presidents, assistant secretaries, assistant treasurers or other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, which officers shall have authority to perform the duties prescribed, from time to time, by the Board of Directors.

#### **Section 6.02 - Election and Term of Office**

The officers of the Corporation shall be elected annually by the Board of Directors at the first regular annual meeting of the Board of Directors, if possible, or, if not possible, then as soon thereafter as possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Every elected officer must be a Director.

#### **Section 6.03 - Removal**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever the Board of Directors determines that such removal will serve the best interests of the Corporation.

#### **Section 6.04 - Officer Vacancies**

A vacancy in any office may be filled by a majority vote of the quorum present, for the unexpired portion of the term. Only current Directors are eligible to fill a vacancy. In the event of a vacancy in the office of President, unless or until an acting President is appointed, the Vice President shall assume the duties of the President as specified in Article 6.05.

#### **Section 6.05 - President**

The President shall be the chief executive officer of the Corporation and is charged with the general supervision and direction of all business affairs of the Corporation, pursuant to the policies and directives of the Board of Directors. The President shall preside at meetings of the Board of Directors and of the Members of the Corporation and shall serve as chairman of the Board of Directors. The President shall further, in general, perform such duties as are incident to the office of President and such other duties as may be prescribed by the Board of Directors or these Bylaws from time to time. Except as otherwise provided herein, the President shall be an ex-officio member without vote of all committees of the Corporation or any of its constituent bodies.

#### **Section 6.06 - Vice President**

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of, and shall be subject to all the restrictions upon, the President. The Vice-President shall also perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.

#### **Section 6.07 - Treasurer**

The Treasurer shall have charge and custody of, and shall be responsible for, all funds and securities of the Corporation; shall cause to be received and cause the receipts to be given for moneys due and payable to the Corporation from any source whatsoever; shall cause the deposit of all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; shall cause an audit of the books and accounts to be conducted annually by independent auditors; shall cause the proper tax returns and annual reports to be timely filed with the proper authorities; and shall generally cause to be performed all the duties incident to the office of Treasurer, together with such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors; and shall, if required by the Board of Directors, give a bond for the faithful discharge of his or her other duties in such sum and with such surety or sureties as the Board of Directors shall determine.

In the absence of action by the Board of Directors to the contrary, the Treasurer shall cause to be invested any funds not required for current operation in appropriate investments. In the event the Board of Directors designates specific investments or rules with respect to same, the Treasurer shall abide by such designations.

### **Section 6.08 - Secretary**

The Secretary of the Board of Directors shall see that the minutes of the meetings of the Members and of the Board of Directors are kept; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; shall see that the corporate records and the seal of the Corporation are kept; shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized or required in accordance with the provisions of the law or of these Bylaws; shall see that a register is kept of the post office address of each Director which shall be furnished to the Secretary by such Director; shall see that Schedule A to these Bylaws (the list of Committees) is kept current and is updated, posted, and circulated as appropriate; and shall generally perform or direct the performance of all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

## **ARTICLE VII - COMMITTEES**

### **Section 7.01 - Committees**

#### **A. Formation and Membership**

There shall be such committees as the Board of Directors or the President shall establish. The committees shall be identified in Schedule A to these Bylaws. Schedule A shall be updated at least annually. The Board Secretary shall maintain the list of committees. Changes to Schedule A shall be exempt from the Amendment procedure set forth in Article XIV. Schedule A will specify the committees that typically hold meetings in closed session.

The President shall recommend to the Board a list of proposed committees to be included in Schedule A at the September Board meeting. The Board must approve the creation or continuation of each committee by a majority vote of a quorum of the Directors. The President will advise the Board of committees formed after the September Board meeting at the next regular Board meeting following the creation of such committees.

Unless otherwise expressly specified in these Bylaws, a committee shall include at least two Directors, a majority of its membership entitled to vote on committee matters shall be Directors, and all members of a committee entitled to

vote on committee matters, including Directors, serve at the pleasure of the Board of Directors. The President shall designate the voting members to serve on each committee, including who is to serve as chairperson of each committee, and shall advise the Board of Directors of each such designation. The Board of Directors, by a majority vote of quorum of Directors, may override such designations.

The identities of parent Members serving on any scholarship committee shall not be disclosed.

B. Procedures; Voting

Subject to these Bylaws or action by the Board of Directors, the committee, by majority vote of its members entitled to vote on committee matters, shall determine the time and place of meetings, the notice required therefore, and the committee's rules of procedure.

C. Reporting Obligations

Committee chairpersons shall report to the Board of Directors, as necessary, concerning the activities of their committees at the Board's monthly meetings. Committee chairpersons shall provide a written report to be presented at the Annual Members meeting, except as otherwise determined by the Board President.

D. Committee Powers

A committee shall have such power and authority as the Board of Directors may designate. In the absence of any delegation of authority, a committee may make recommendations to the Board of Directors for implementation.

E. Closed Meetings

Any committee meeting dealing with personnel issues, conflict of interest, grievance issues, financial issues, personal information of a Member of the Corporation or staff member, or other matters where it is important to maintain the confidentiality of the matter being discussed may be closed to all but members of the Committee by majority vote of the committee quorum present.

F. Advisory Members

Committees may expand their non-voting membership without Board approval. A committee may appoint such additional members, known as advisory members, as it deems appropriate for its purposes. Advisory members shall have all rights and responsibilities of full membership on such committee (including

but not limited to obligations of confidentiality, where applicable) except that they shall not be entitled to vote on any matter before the committee. Although not subject to Board approval, the chair of any committee with advisory members shall inform the President of the identity of such members as soon as practicable after appointment and such members shall be added to the official roster for such committee.

**G. Removal from Committees**

Any member of a committee, including advisory members, may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

**Section 7.02 - Term of Office**

Each voting member of a committee shall serve from the date of initial appointment until the next Board meeting at which the membership roster of such committee is presented by the President to the Board for approval or until his or her successor is designated, unless the committee shall be sooner terminated. An advisory member serves at the pleasure of the committee and may be removed by action of the committee at any time. In addition, the term of any member shall end if removed pursuant to Section 7.01(G) above or if such member becomes otherwise ineligible for membership.

**Section 7.03 - Vacancies**

Vacancies in the voting membership of any committee may be filled by the committee chair, subject to override by the Board President or Board of Directors.

**Section 7.04 - Quorum**

Unless otherwise provided by the Board of Directors designating a committee, a majority of the committee members entitled to vote shall constitute a quorum, and the act of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7.05 - Committee Voting**

Only committee members appointed or approved by the Board of Directors shall be entitled to vote on committee matters. Such voting membership shall be limited to parent Members, as defined in Section 3.01 of these Bylaws, or employees of the Corporation.

**Section 7.06 - Consent In Lieu of Meeting**

Any action required to or which may be taken at a meeting of the committee may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the committee members entitled to vote with respect to the subject matter thereof. Actual, facsimile, or electronic signatures (e.g., /s/) shall be permitted.

## **ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

### **Section 8.01 - Contracts**

The Board of Directors may authorize any officers or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and/or on behalf of, the Corporation, and such authority may be general or confined to a specific instance. All counterparties to a material contract or instrument (as defined in the Corporation's conflict of interest policy) shall be given a written copy of such conflict of interest policy and shall return a signed acknowledgement of such receipt to the school's Finance Director.

### **Section 8.02 - Checks, Drafts and Monetary Instruments**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer (s) or agent (s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Finance Director (or such person as the Finance Director may designate) and countersigned by the President or the Vice-President of the Corporation, if the President is unavailable.

### **Section 8.03 - Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or agents of the Corporation designated by the Board of Directors may select.

### **Section 8.04 - Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

## **ARTICLE IX - CONFLICTS OF INTEREST AND WHISTLEBLOWER POLICIES**

The Corporation shall have and the Board shall approve a conflicts of interest policy and a whistleblower policy, and such procedures as the Board shall

determine are appropriate for maintaining and enforcing such policies for the benefit and protection of the Corporation and its Members.

#### **ARTICLE X - BOOKS AND RECORDS**

The Corporation shall keep complete and correct books and records of account and shall also keep minutes of the proceedings of its Members and of the Board of Directors and shall keep at the registered or principal office of the Corporation a record giving the names and addresses of the Members of the Corporation entitled to vote. All books, records and minutes of the Corporation, except for minutes from closed sessions, may be inspected by any Director or Member or his or her agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE XI - FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of August and end on the last day of July in each year.

#### **ARTICLE XII - SEAL**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."

#### **ARTICLE XIII - WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois, or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XIV - AMENDMENTS TO BYLAWS**

##### **Section 14.01 - Notice of Proposed Amendments**

A proposal to the Board to amend the Bylaws must be announced at a prior meeting of the Board of Directors and the proposed changes must be delivered to the Directors for review at least twenty (20) days prior to the meeting at which the proposal is to be acted upon by the Board.

Members of the Corporation must be given at least 14 days prior notice of any Board meeting at which the Board shall be asked to vote on amendments to the Bylaws.

## **Section 14.02 - Approval and Ratification of Amendments to the Bylaws**

Amendments to the Bylaws shall become effective immediately upon the occurrence of (a) approval a majority vote of a quorum of the Board of Directors and (b) ratification by either an extraordinary majority of two-thirds (2/3) of the Members of the Corporation voting thereon, or by an absolute majority of all Members of the Corporation, whichever is less.

Amendments approved by the Board of Directors shall be submitted to the Members for ratification by mail ballot with at least 30 days provided in which to return ballots.

## **ARTICLE XV - REFERENDUM**

On call of twenty-five per cent (25%) of the membership by written petition, a special meeting of the Members of the Corporation may be called to consider any issue raised by that petition. The issue so raised at said meeting shall be considered, but shall not be voted upon. Thereafter, a mail ballot on any issue so raised by petition shall be submitted to the Members of the Corporation between ten (10) and thirty (30) days after said meeting. Final return of ballots must occur within thirty (30) days of said mailing.

Any such vote, passed by two-thirds (2/3) of the entire Membership (whether or not voting on the issue), shall be binding on the Corporation, its Members, its Board of Directors, its committees, its officers and its agents, on any subject whatsoever with respect to this Corporation.

## **ARTICLE XVI - INDEMNIFICATION AND INSURANCE**

### **Section 16.01 - Indemnification**

The Corporation, to the full extent permitted by applicable law, including but not limited to, the Illinois Not-for-Profit Corporation Act, shall indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact such person is or was a trustee, director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened to be made a party to:

A. any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any such action, suit or proceeding, or,

B. any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit.

Such indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may otherwise be entitled.

### **Section 16.02 - Insurance**

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

### **ARTICLE XVII - EFFECTIVE DATE OF THESE BYLAWS**

These Bylaws having been approved by the Board of Directors at a regularly scheduled meeting of the Board on June 2, 2008 shall become effective immediately upon the approval thereof by the Membership in accordance with Section 14.02 of these Bylaws.

All rights created or accrued under previous Bylaws of this organization to the extent inconsistent with these Bylaws are extinguished by passage of these Bylaws.

### NNMS Board Committees for the 2009-10 School Year

<b>Audit</b> <b>Chair:</b> Eddie Gershman David Morrison Adam Grais	<b>Development</b> <b>Chair:</b> Kirti Patel Janet Cory Doug Guthrie Jenelle Sullivan Michael King Janet Roderick
<b>Board Nominating**</b> <b>Chair:</b> Susan Nash Janet Cory Alina Cowden Michelle Nicolet Audrey Perrott Roc Roney	<b>Diversity</b> <b>Co-Chairs:</b> Stephanie Cox-Batson Leslie Davis Janet Cory Audrey Perrott
<b>Building</b> <b>Chair:</b> Alina Cowden Janet Cory Doug Guthrie Roc Roney John Holbert Susan Stearn	<b>Finance</b> <b>Chair:</b> Brian King Janet Cory Jerry Krulewitch David Kelson Michael Lucas Gordon Pan Lois Scott Jack Cowden Chip Hunter
<b>Bylaws</b> <b>Chair:</b> Jerry Krulewitch Janet Cory David Morrison Michelle Nicolet Susan Nash Stan Kitzynger Kathy Murdock	<b>Human Resources and Administrative Benefits**</b> <b>Chair:</b> Michelle Nicolet Janet Cory Stephanie Cox-Batson Cathy Jackson Susan Nash
<b>Communications</b> <b>Chair:</b> Janet Cory Alina Cowden David Morrison Michelle Nicolet Kirti Patel Lois Scott	<b>Montessori Principles and Methods</b> <b>Chair:</b> Audrey Perrott Nancy Allen Rick Mosher
<b>Conflict Resolution</b> <b>Chair:</b> Jerry Krulewitch	

\*\* These committees will regularly meet in closed session

**NEAR NORTH MONTESSORI SCHOOL  
Bylaws**

**Additional Ad Hoc Committees for the 2009-10 School Year:**

<b>Capital Campaign</b> <b>Co-Chairs:</b> Laird Koldyke Sarah Norris Karen Parkhill James Alexander Bob Buchsbaum Janet Cory Craig Friedman Eddie Gershman Kathy Murdock Klaus Thiedmann Paul Stepan	<b>Financial Aid</b> <b>Chair:</b> Linda Rudnick Members Confidential
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