

# MONOCACY MONTESSORI COMMUNITIES, INCORPORATED BYLAWS

10<sup>th</sup> Revision, November 8, 2017

9<sup>th</sup> Revision~November 19, 2015

8<sup>th</sup> Revision~November 12, 2014

7<sup>th</sup> Revision~ November 20, 2013

6<sup>th</sup> Revision~ November 28, 2012

5<sup>th</sup> Revision ~ November 16, 2010

4<sup>th</sup> Revision~ October 28, 2008

3<sup>rd</sup> Revision ~ December 18, 2007

2<sup>nd</sup> Revision ~ November 15, 2005

1<sup>st</sup> Revision ~ October 27, 2003

## I. GENERAL

1. Name. The name of this Corporation shall be Monocacy Montessori Communities, Inc. (MMCI).
2. Purposes. The corporation is organized exclusively for educational, scientific, and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986. The purposes shall be (1) to create, develop and operate one or more charter schools based on the Montessori method and philosophy or other educational philosophies; (2) buy property or hold leases for the premises of such schools; (3) to organize, sustain and operate fee-based before and after school programs, summer programs, and enrichment programs for children attending the charter schools and make these programs available to other Frederick County children in so far as possible; (4) assist in organizing the elections of interim governing councils of proposed schools; (5) to oversee any fundraising activities aimed at providing funds for any of the above listed endeavors; (6) in general, to further and promote exclusively educational and scientific purposes and to perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted of organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue Law).
3. Office. The principal office of this Corporation in the State of Maryland shall be located in Frederick County, Maryland. The Corporation may have such other offices within the State of Maryland as the Board of Trustees may determine or as the affairs of the Corporation may require from time to time.
4. Registered Agent. The Corporation shall have and continuously maintain within the State of Maryland a registered office and agent, which registered office and agent shall be designated by the Board of Trustees.

## II. MEMBERS

1. Membership Classifications. Membership classification in the Corporation shall be as follows:
  - a. Members. A Member shall be a parent or legal guardian, as listed in the official school directory, of a child(ren) enrolled in any school operated by the Corporation. Members shall be eligible to vote, to hold any office in the

Corporation and participate in all committees, social and other activities of the Corporation. Membership terminates upon graduation or withdrawal of all children in a family.

- b. Staff Members. A Staff Member shall be a person who is employed in any school operated by the Corporation. Staff Members shall have all of the rights and privileges of Members, except that no Staff Members shall have the right to hold office in the Corporation. Should a parent also be a permanent employee of an MMCI school, the position of employee will take precedence. Membership terminates upon termination of employment.
  - c. Founding Members. A Founding Member shall be a person listed on the charter application for a given school, including those whose children may not have reached school age. Founding Members shall have all of the rights and privileges of Members for five years from the date of charter approval, regardless of whether a child is currently enrolled.
  - d. Friend of Education. (1) BOT Trustee Members. A Friend of Education Trustee member shall be a member of the corporation. Friend of Education Trustees shall have all of the rights and privileges of Members, with the exception of priority placement. For definition purposes a Friend of Education Trustee is neither a parent/guardian nor relative of any student or current staff member nor a staff member at any MMCI charter school. (2) Governing Council Friend of Education. Friend of Education GC members shall have all of the rights and privileges of Members, with the exception of priority placement. For definition purposes, a Friend of Education GC member is neither a parent/guardian nor relative of any student or staff member nor a staff member at any MMCI charter school.
2. Voting. Each member shall have one vote on any measure upon which voting members have voting rights. Absentee ballots will count toward quorum; they will be in writing and signed by the member. Absentee ballots will be accepted prior to the call to order at the annual meeting. Absentee ballots will be relevant only for items announced prior to the annual meeting and not for any items that are suggested from the “floor.” Candidate nominations from the floor will be allowed only for positions with no candidate running for that position.
  3. Admission to Membership. Admission as a Member is automatic upon the enrollment of the child into the school or election as a Trustee. Friends of Education will become voting members January 1, following their election. Membership as a Staff Member shall be automatic upon accepting employment. In all cases, membership shall constitute an agreement on the part of the member to adhere to all bylaws, rules and regulations of the Corporation.

### **III. BOARD OF TRUSTEES**

1. General Powers. The affairs of the Corporation shall be managed by its Board of Trustees who shall have full power and authority to act on behalf of the Corporation, except as specifically stated in the Articles of Incorporation and in these bylaws.
2. Duties and Responsibilities: (1) Encourages the development of public charter schools in Frederick County. (2) Proposes amendments to an MMCI school’s charter; (3) Ensures compliance with the school’s charter. (4) Negotiates terms and use of facilities on behalf of its charter schools, including loans or contracts for the purchase

of a land or building for its schools. (5) Monitors any independent contracts necessary for implementation of Corporation programs. (6) Communicates directly with the chartering authority on behalf of all of its charter schools.

3. Qualifications, Elections, and Terms: (1) At the Annual Meeting, the voting members shall elect the Board of Trustees and Board Officers. The number of Trustees shall not be more than 25 nor less than the minimum required by the State of Maryland now or hereinafter in force, but the action may not affect the tenure of office of any Trustee. (2) Board Officers will include a President, Vice Presidents (one for each school), Secretary, Treasurer and Assistant Treasurer. The Officers will be elected for two-year terms. The terms of Officers will be staggered so that President, Assistant Treasurer, and Secretary will be elected one year and the Vice Presidents and the Treasurer will be elected the next year. Officers may be reelected for a second two-year term. An officer may not hold a position for more than two consecutive terms. (3) Each school will elect one of the Vice-Presidents. (4) Each school will elect up to a total of 3 Parent Trustees. Parent Trustees will be elected for staggered two-year terms. Parent Trustees may be re-elected for a second two-year term but may not hold a position for more than two consecutive terms. (5) Friends of Education will be elected for staggered two-year terms and do not have term limits. (6) Friends of Education may serve in any Board Officer role except President or Vice President. (7) The Board, by simple majority, may appoint additional Trustees for their expertise in various areas such as education, finance, or law. These trustee members may be appointed as Friends of Education for terms up to three years in duration. (8) The newly elected Officers' participation will begin January 1<sup>st</sup>. All newly elected officers will shadow the outgoing officers for six months until they officially take office on July 1<sup>st</sup>. A newly elected officer may assume duties sooner if the outgoing officer vacates their office before the official end of his/her term. Parent Trustee and Friend of Education Trustee terms will begin January 1<sup>st</sup>.
4. Vacancies and Removal. By a vote of simple majority, the Board of Trustees shall elect a person to serve for the unexpired portion of any term vacated by a Trustee whether for death, resignation, removal, disqualification or otherwise. Friends of Education shall be elected to fill a vacancy by a simple majority of the Board of Trustees with the exception of the Trustee in question, in closed session. Any Trustee whose actions are deemed to be inimical to the purposes of the Corporation may be removed by a two-thirds (2/3) vote of the entire Board of Trustees.
5. Compensation. Board of Trustee members shall not be compensated for their service. They may approve repayment for any expenses incurred by a Trustee in connection with the performance of his or her duties.
6. Conflict of Interest. In the event any trustee or officer of the Corporation is or may be an officer, director, stockholder, employee, or has a financial interest in a corporation or other organization or entity with whom this Corporation shall enter into a contract or other transaction, or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, the trustee or officer shall fully disclose such interest to the Board. After revealing any such interest, such member or officer shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership,

individual or other business entity shall be affected by the fact that the member or officer of this Corporation has an interest in or is director or officer of such other corporation or other business entity, provided that such contract is negotiated on an arms length basis, its terms are commercially reasonable and it has been approved by a majority of disinterested Board members.

## **IV. MEETINGS OF MEMBERS**

1. Membership Meetings. There shall be at least one regular meeting per year. The time and place will be determined by the Board of Trustees. The annual meeting shall be in the fall, no later than November 30th, for the election of Board of Trustee officers, confirmation of nominated Board of Trustee Members, receiving of reports and any other business which may arise.
2. Special Meetings. Special meetings of the members may be called by the President, by a majority vote of the Board of Trustees or upon written request of five percent of the members. Meetings of the Board of Trustees may be called as needed by any officer of the Board.
3. Notice. Public notice of the annual meeting shall be made thirty (30) days prior to the meeting by written or electronic notice or by telephone call. The business to be transacted at, and the purpose of, any special meeting of the Board shall be specified in the notice of such meeting ten (10) days prior to the meeting.

Notice of any special meeting of members shall be given at least ten days prior thereto by written or electronic notice or by telephone call. The business to be transacted at, and the purpose of, any special meeting of the membership shall be specified in the notice of such meeting.

4. Quorum. A quorum for any meeting of the membership shall be no less than twenty percent (20%) of the membership of the Corporation as defined by Article II. Absentee ballots shall be counted for the purposes of identifying a quorum.

(a) Annual meeting—If quorum is not met for the annual meeting, the business that would have been conducted there will be conducted at a special meeting to be scheduled for a later date. Ten days' notice of the special meeting will need to be given. At the subsequent special meeting, a simple majority of those in attendance will decide all questions presented.

(b) For the rescheduled annual meeting, now a special meeting, the absentee ballots for the previous meeting will not be allowed. A simple majority vote of those in attendance will suffice.

(c) Regular BOT meetings require a simple majority vote (50% plus one) to decide all questions and motions presented at the meeting.

5. Voting. A majority vote of those members present and those who submitted ballots shall decide all questions presented to the membership in advance of the meeting.
6. Absentee Ballots will count toward quorum and must be turned in prior to the call to order for the annual meeting. Absentee ballots will apply only to items announced

prior to the annual meeting; they will be null and void for items changed at the meeting, such as bylaws revisions.

7. Parliamentary Rules. All meetings of the membership shall be conducted in an open, orderly and fair manner and Robert's Rules of Order, as revised, shall apply to all deliberations.
8. Matters Upon Which Membership Shall Vote. The following matters shall be voted upon by the membership: (1) changes in Articles II, III, IV, V, VI, VII, VIII, and XI; (2) dissolution of the Corporation; (3) proposed increases in overall expenditures of an existing school's budget if it results in increased indebtedness for the Corporation; (4) approval of a proposal for a new charter school; (5) motion to secure a loan for the purchase of land or building for a school. Any amendments to an existing school's charter will be voted on by that school's GC and by the Board of Trustees prior to seeking the approval of the Board of Education. All discussions of proposed changes will be sent to the school's community no less than 5 business days prior to the GC meeting where the vote will take place. Notice of proposed changes to a school's charter will be sent to that school's community no less than 5 business days prior to the BOT meeting where the changes will be voted upon.

## **V. OFFICERS**

1. President. The President shall be the principal officer of the Corporation and shall perform all duties incident to the office of president and shall, in general, supervise and be responsible for all of the business of the Corporation. The President shall have the following duties: (1) preside at all meetings of the membership and of the Board of Trustees; (2) sign, with the Secretary or any other designated member of the Corporation who is authorized by written resolution of the Board, any deeds, mortgages, bonds, checks or other instruments which the Corporation has authorized to be executed. If another provision of these by-laws or a statutory provision authorizes some other officer or agent of the Corporation to perform some duty, then such provision shall control; (3) sign, with the Secretary or any other designated member of the Corporation who is authorized by written resolution of the Board, any contracts or other instruments which the Board has authorized; (4) serve on the Lottery Committee; and (5) perform any duties as may be assigned by the Board.
2. Vice-President. Each Vice-president shall have the following duties: (1) perform the duties of the President in the absence of the President or in the event of his or her inability or refusal to act; (2) act as the primary liaison to the school that elected him/her; (3) serve on the Lottery Committee; and (4) perform any duties assigned to him or her by the President or by the Board.
3. Treasurer. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of and be responsible for all funds and securities of the Corporation. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such a sum and with such surety or sureties as the Board shall determine. In addition to the other duties prescribed in Article III the Treasurer shall have the following duties, in which he may be assisted by members of the Finance Committee or delegate to the Budget Chair of each charter school when appropriate: (1) deposit all funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with Article VIII of these bylaws; (2) receive and give receipts for monies

due and payable to the Corporation from any source whatsoever; (3) sign checks and other drafts requiring payment of money; (4) keep an up-to-date account of all receipts and disbursements, which shall be open for inspection by the Board and auditors at all times; (5) give a report of account at each meeting of the Board (6) furnish an annual statement of all receipts and disbursements of the organization at each annual meeting of the membership; and (7) perform such other duties as may be authorized and directed by the Board from time to time.

4. Assistant Treasurer. The Assistant Treasurer shall perform the duties of the Treasurer in the absence of the Treasurer, or in the event of his or her inability or refusal to act, and shall perform any duties assigned to him or her by the Treasurer or by the Board.
5. Secretary. The Secretary shall have the following duties: (1) handle the general correspondence of the Board of Trustees; (2) keep the minutes of the meetings of the Board and the membership, which shall be maintained in one or more books provided for that purpose; (3) notify the membership of annual or special meetings and ensure that all notices required by statute and these bylaws are duly given; (4) serve as custodian of the corporate records and the seal of the Corporation; (5) ensure that the seal of the Corporation is affixed to all documents the execution of which is authorized by these bylaws, by statute or by the Board; (6) maintain a register of the mailing address and phone number of each Trustee which shall be furnished to all Trustees; and (7) perform such other duties as may be prescribed by the Board.
6. Limitation. No officer shall obligate the Corporation beyond the items in the approved budget, without specific authority in writing from the Board. Annually, the Board shall delegate to the Executive Committee the scope of authority to make reasonable budget revisions consistent with prudent fiscal practices.

## **VI. COMMITTEES**

1. Appointment and Duties. The Board of Trustees, or the President acting under the authority of the Board, shall annually appoint such standing and special committees as the Board may deem proper and necessary and prescribe their membership, powers and duties. Committee members may serve for a maximum of two consecutive two-year terms. For any committee but a School's Governing Council, exceptions to the term limit may be approved on a case-by-case basis by the Board of Trustees. However, the Board of Trustees may not appoint members to School Governing Councils (see 6.08).
2. Standing Committees. Standing committees of the Board may include but are not limited to (1) Executive; (2) Finance and Audit; (3) Nominating; (4) Charter School Governing Councils; and (5) Lottery. Other committees may be established when deemed advisable by the Board or by a majority of the general membership. Committees will choose their own chairs. Standing committees must meet quarterly and submit a report to the Board of Trustees.
3. Executive Committee. The Executive Committee shall consist of the officers of the Corporation. The Executive Committee shall perform, as needed, the usual functions of the Board of Trustees in routine management of the affairs of the corporation during the intervals between meetings of the Board. The President shall inform the Board of all actions taken by the Executive Committee. The President shall call meetings as needed. The President shall preside and shall have a vote.

4. Lottery Committee. The Lottery Committee shall consist of the Board of Trustees President, Vice Presidents, Governing Council chairs, Principals, and other Corporation members as deemed necessary. The Committee shall perform tasks related to preparation, scheduling, enrollment and implementation of MMCI lotteries and must observe the Federal and state guidelines on public school lottery admissions unless a specific waiver is obtained.
5. Finance and Audit Committee. The Finance and Audit Committee shall consist of the Treasurer, Assistant Treasurer, budget committee chair or designee from each school and other members as deemed necessary. The Treasurer shall serve as chair. The Committee shall have the following duties: (1) recommend an annual budget to the Board of Trustees and the Corporation; (2) recommend revisions in the budget; (3) prepare and review expenditure reports for presentation at corporation meetings; (4) review quarterly financial reports from the charter schools; (5) arrange for audits annually; and (6) assist the Treasurer in the performance of his/her duties as assigned.
6. Nominating Committee. The Corporation Nominating Committee shall consist of at least five members, including two members of the Board of Trustees and at least one Corporation member from each school elected by the Board of Trustees by a vote of simple majority. The Nominating Committee will select its own chair. It shall have the following duties: (1) solicit nominations for Corporation officers, trustees, and Governing Council members; (2) present the slate of candidates and its recommendations for the officers and Board of Trustees at or prior to the annual meeting; (3) perform such other duties as may be assigned by the President. Each school's Governing Council members are elected by members' of their school community.
7. Advisory Committee. The Trustees may designate certain outside persons or groups of persons as advisors to the Corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Trustees shall otherwise designate, shall in such capacity have no right to notice of or vote at any meeting, shall not be considered for purposes of a quorum, and shall have no other rights or responsibilities.
8. School Governing Councils.
  - . General responsibilities: Each governing council will develop policies and procedures to direct the Principal in implementing the charter of that school. It must make the minutes of its proceedings available to the school community and the Corporation and prepare an annual report for the FCPS Board of Education on the school for approval of the Board of Trustees of MMCI.
  - a. Composition and election:
    - i. The Monocacy Valley Montessori Public Charter School Governing Council shall consist of four parent representatives and two Friends of Education (non-parents/guardians of students at the charter school if they can be found to serve) elected by the Corporation members who work at or have children attending a given school; two staff representatives elected only by staff; and the Administrator of the school by virtue of office. The Executive Committee of MMCI will be ex-officio and non-voting members of each school's Governing Council, with the exception of the school's Vice President, who will retain voting rights in the event of a tie

vote. At its discretion, the Governing Council may select one or more student representatives from among the school's student population to serve as non-voting members, who may not attend closed session discussions without the invitation of the Governing Council Chair. A quorum for the election for parent representatives and Friends of Education shall be no less than twenty percent (20%) of the members as defined by Article II and associated with that school. Absentee ballots shall be counted for the purposes of a quorum.

- ii. The Carroll Creek Montessori Public Charter School Governing Council shall consist of six parent representatives and three Friends of Education (non-parents/guardians of students at the charter school if they can be found to serve) elected by the Corporation members who work at or have children attending a given school; three staff representatives elected only by staff; and the Administrator of the school by virtue of office. The Executive Committee of MMCI will be non-voting members of each school's Governing Council, with the exception of the school's Vice President, who will retain voting rights in the event of a tie vote. A quorum for the election for parent representatives and Friends of Education shall be no less than twenty percent (20%) of the members as defined by Article II and associated with that school. Absentee ballots shall be counted for the purposes of a quorum.
- b. Officers. Each School Governing Council will at a minimum elect a Chair. A parent member shall fill the position of Chair. Voting members of the Governing Council will elect a chair annually. The Chair position shall be a one-year term. The Chair of the Governing Council shall serve on the Lottery Committee. The Governing Council Chair of each school will also serve as a non-voting member of the MMCI Board of Trustees. The Governing Council may additionally elect such officers as it deems necessary.
- c. Restrictions: A trustee, but not an officer, of MMCI may run for election as a parent member of a given school's governing council, provided the individual has a child at that school. Officers of MMCI are non-voting members of all school governing councils.
  - . In the event that the regular voting members of the MVMPCS Governing Council are deadlocked in a tie when voting on any particular matter, the GC will enact the following procedure in order to break that tie and reach a final decision: The GC will conduct at least 2 votes of the regular voting members. If the tie is not resolved after the second vote, then the MMCI Board of Trustees Vice President to MVMPCS, a regular attendee at GC meetings and a non-voting member of the GC, will be asked to join the third round of voting to break the tie.
- d. Terms: The parent representatives and the Friends of Education will have staggered two-year terms. Staff representatives will be elected and serve their terms in accordance with the procedures established by the staff at any given MMCI charter school.
- e. Voting: Although newly elected members may become involved in governing council business following certification of the election, newly elected



members cannot vote until they officially accept their duty in the next scheduled meeting.

- f. Vacancies and Removal: By a vote of simple majority, each school community or the School's Governing Council shall elect a person from that school to serve the unexpired portion of any term vacated by any GC member whether for death, resignation, removal, disqualification or otherwise. Friends of Education shall be elected to fill a vacancy by a simple majority of the school's Governing Council in closed session. Any member whose actions are deemed to be inimical to the purposes of the school may be removed by a two-thirds (2/3) vote of the entire Governing Council with the exception of the council member in question.

## **VII. CONTRACTS, CHECKS, DEPOSITS, GIFTS, BOOKS AND RECORDS**

1. Contracts. In addition to the authority granted to the officers by these bylaws in Article V, the Board of Trustees of the corporation, in consultation with the schools' Governing Councils, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the schools; however, such authority shall be confined to a single instance.

In addition to the authority granted to the officers by these bylaws in Article V, the Board of Trustees of the Corporation, with the consultation of the MMCI community, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; however, such authority shall be confined to a single instance.

2. Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness above two thousand dollars (\$2,000) issued in the name of the Corporation shall be signed by two of the following: an officer and designated agent or by two officers. The Board of Trustees is authorized to designate by written resolution other officers or agents who may sign on behalf of the Corporation for instruments of two thousand dollars or less.
3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may select.
4. Gifts. The Board of Trustees may accept, divert, or decline on behalf of the Corporation, any contribution, gift, bequest, grant, or devise for the general purpose of the Corporation.
5. Books and Records. The Corporation shall keep, correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and Committees having any of the authority of the Board. The Corporation shall also keep at the registered or principal office, a record giving the names and addresses of the officers and trustees. All books and records of the Corporation may be inspected by any member of the corporation, his agent or attorney for any purpose at any reasonable time. The Secretary shall be responsible for maintaining such books and records for at least 10 years or for a duration based on Federal guidelines, whichever is longer. Corporation legal documents must be maintained indefinitely.

## **VIII. PERSONAL LIABILITY**

1. The members, trustees and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporation or other entities extending credit to, contracting with or having any claims against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim or for the payment, of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

## **IX. FISCAL YEAR**

1. The fiscal year shall extend from July 1 through June 30 of each year.

## **X. DISPOSITION OF ASSETS**

1. Upon the dissolution of the Corporation, any assets remaining shall be disposed of in strict compliance with the requirements of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions at that time.

## **XI. AMENDMENTS TO BYLAWS**

1. These bylaws may be altered, amended or repealed, and new bylaws may be adopted by a majority of the Corporation members present at any regular meeting or any special meeting, if at least ten day's written notice is given of intention to alter, amend or repeal or to adopt new bylaws.

These revised Bylaws were adopted this day of November 8, 2017 at the Annual Meeting of the Corporation.

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Amy Duvall  
President, MMCI

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Kathleen Lutrell  
Vice President, MMCI for MVM

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Liz Seal  
Vice President, MMCI for CCM