



Madison Community Montessori School BYLAWS

Approved by Board of Trustees February 9, 2021

School Mission: Respecting Children and Their Natural Joy of Discovery

Legal Basis of MCMS

MCMS is organized exclusively for educational purposes within provisions of Section 501(c)(3) of the federal tax code and Chapter 181 of the Wisconsin statutes. The school's educational purposes are those described in the school's mission statement.

Board of Trustees' Mission:

The Board of Trustees preserves the mission of Madison Community Montessori School (MCMS) by ensuring the viability and excellence of the school for the education of present and future generations of students, consistent with the standards recognized by Association Montessori Internationale (AMI).

Overview of the Board of Trustees

Consistent with all provisions of applicable law, all the affairs and business of MCMS will be managed by the Board in a manner consistent with these bylaws, including duties of trust, loyalty, and care. The Board will focus on strategic planning and the annual agendas, policy setting and implementation consistent with, and pursuant to, these planning documents; and employment and evaluation of the Head of School (HOS).

The Board may make appropriate delegations of authority to the Board's Chair and Head of School, and, to the extent permitted by law the Board may authorize, by resolution, one or more Board committees to act on its behalf when it is not in session.

In addition to the general powers conferred by these bylaws, the specific powers and responsibilities of the Board will include, but are not limited to, the following:

- Elect Board officers from among the Board trustees;
- Establish standing and ad hoc committees as necessary;
- Develop and revise, as needed, planning documents, such as a strategic plan and a strategic financial plan derived therefrom, to ensure adequate revenue sources and expenditure systems consistent with the strategic plan, the strategic financial plan, and the annual calendar
- Develop and amend the Board governing documents such as the By-Laws, Policies and Guidelines, and Committee Charter, as necessary;
- Approve an annual budget consistent with the strategic planning documents;
- Hire the Head of School; negotiate and approve the HOS's employment contract with the school, including, but not limited to, the compensation package; and extend the HOS's contract in a systematic and timely manner or bring it to an end;
- All relevant books and records of the corporation may be inspected by any member of the Board of Trustees for any proper purpose at any reasonable time.

Number: The number of Board trustees shall not be less than six or more than twelve, and a majority of Board trustees shall be parents of children currently enrolled at MCMS.

Election: Subsequent to the Committee on Trustees' nominations, new trustees will be elected by majority vote of the Board. The guiding principle for the Committee on Trustees' nominations, and for the full Board's subsequent election of trustees, will be each candidate's willingness and capacity to further both the school's mission and its strategic plan. Election of trustees will be held annually.

Terms: Each trustee shall hold office for a three-year term that can be renewed once, followed by a mandatory year off the Board. The Board may vote by majority to override this provision when necessary and appropriate.

Removal: A trustee may be removed from the Board by affirmative vote of two-thirds of the Board calculated excluding the trustee under consideration.

Vacancies: The Committee on Trustees shall recommend candidates to fill Board and officer vacancies. A vacancy may be filled before the next succeeding annual election, or any other time deemed appropriate, by the affirmative vote of a majority of the Board.

Proxies and compensation: Proxies and compensation are prohibited.

Meetings and Quorum

Regular Meetings: Regular meetings of the Board during each school year shall be established by the Board at the beginning of each Board year.

Special Meetings: Special meetings of the Board, may be called by the Chair of the Board or by a trustee for any purpose as long as Trustees are provided reasonable notice.

Quorum: A quorum of the Board consists of a majority of the presently serving trustees immediately before a meeting begins.

Board Officers

By majority vote, the Board shall elect, at a minimum, a President, a Treasurer, and a Secretary to serve as officers of the Board for a one-year term. The one year term may be renewed once. The Board may vote by majority to adjust the terms when necessary and appropriate. Officers in any year may also include a Vice Chair, or any other officer the Board chooses to appoint for any purpose serving the school.

Chair: The Board Chair shall supervise all of the affairs of the Board and shall be the appointed Chair of the Executive Committee. The Board Chair shall perform all duties incident to the office and such other duties as may be prescribed by the Board. The Board Chair is both the administrative leader of the Board and a consultant to the Head of School.

Vice Chair: The Vice Chair may be included as an officer for any reason the Board deems appropriate, including succession planning or transition planning for the Board Chair. In the absence of the Chair, the Vice Chair shall temporarily perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

Treasurer: The Treasurer shall be the chief financial officer of the Board. The Treasurer shall provide leadership and information necessary for the Board to fulfill its financial fiduciary responsibilities to the school and provide for its future viability.

Secretary: The Secretary shall be responsible for recording, and appropriately distributing the minutes from the Board of Trustees' meetings, including actions taken by a committee on behalf of the full Board, and oversee the maintenance of the records of the school. In the absence of the Vice Chair, the Secretary shall perform those duties as described above.

Removal: The Board may remove any officer, at any time, with or without cause, by a majority vote of the Directors.

Board Committees

The Board has two standing committees: the Executive Committee and the Committee on Trustees. A trustee must chair each of these committees, which should include a minimum of 3 trustees. The Board officers, as described above, shall comprise the Executive Committee of the Board, along with any other trustee selected by the Board Chair for their strategic importance. The Executive Committee shall, in consultation with the Committee on Trustees, create Charges for Board Committees (and any amendments thereof), that shall be approved by the Board. The Board Committees can create additional Subcommittees and Task Forces and set forth the membership and responsibilities of all Board committees. Each Subcommittee shall be chaired by a trustee and may include non-Board members when allowed by the board policies and guidelines.

Head of School

The Head of School is the Board's only employee, is accountable to the Board, and subject to its authority. The HOS, is the Chief Executive Officer of all school operations. The HOS shall hold an AMI Diploma; or shall employ a Director of Education who holds an AMI diploma. The HOS will supervise and control all of the business and affairs of the school.

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws adopted by affirmative vote of not less than a two-thirds vote of the Board of Trustees. Reasonable advance notice must be given of the proposed amendments to all members of the Board of Trustees

***Amended by the MCMS Board February 9, 2021
Amended by the MCMS Board February 24, 2014
Original Adoption Date: December 8, 2010***