

**JUNEAU MONTESSORI SCHOOL, INC.,
BYLAWS**

Bylaw 1 - Name, Form Function

§1.01. Name.

The name of the corporation is the Juneau Montessori School, Inc. ("JMS").

§1.02. Form.

JMS is a voluntary private, nonprofit, educational organization.

§ 1.03 Function.

The purposes of JMS are:

- a. to operate a school for young children in accordance with the Montessori method of education;
- b. to encourage the development of every child to his or her maximum potential;
- c. to aid parents in the education of their children by providing ongoing opportunities for parent involvement that foster a positive relationship between home and school and promote participation in the school;
- d. to provide a supportive community for children, parents, guardians, teachers, administrators, and directors based on an understanding of the child and his or her cognitive, social, emotional, and physical needs;
- e. to promote and enhance knowledge and public awareness of the Montessori philosophy and method of education.

§ 1.04. Powers of the Corporation.

JMS may:

- a. establish policies for the operations and functions of JMS;
- b. set tuition and special fees for children in the JMS program, application fees for prospective students, and penalties and other procedures for handling late-payment of tuition and fees;
- c. develop and implement specific funding plans and fund-raising activities to further the objectives of JMS;
- d. require the participation of parents in the JMS program;

- e. exercise all legal powers.

Bylaw 2 - Board of Directors

§2.01. Authority of Board.

The board of directors shall control and manage the affairs, property, and funds of JMS, subject to the limitation of the articles of incorporation, these bylaws, and the laws of the State of Alaska.

§2.02. Duties and Responsibilities.

The board of directors has the following duties and responsibilities:

- a. to formulate policy to ensure that JMS operates consistently with the Montessori philosophy and in the best interests of its students, parents, guardians, teachers, and staff, including establishing JMS's mission, values, and vision, and ensuring that JMS is striving to meet these goals;
- b. to review and approve all written school policies, including:
 - (i) enrollment and disenrollment policies,
 - (ii) the school calendar and any changes to the calendar,
 - (iii) the parent handbook,
 - (iv) the employee handbook,
 - (v) the parental involvement program, and
 - (vi) grievance procedures;
- c. to hire and evaluate the school director;
- d. to monitor the school finances, including setting budget parameters based on the budget proposed by the finance committee and approving the annual budget;
- e. to set tuition and special fees for children in the JMS program, application fees for prospective students, and penalties and other procedures for handling late payments of tuition and fees;
- f. to develop and implement specific funding plans and fund-raising activities for JMS;
- g. to inform the membership about the general activities of the committees, the status of special board projects, policy changes, and the general condition of JMS;
- h. to promote the school among the community;
- i. to meet at such times and places required to perform the duties detailed in these bylaws.

§2.03. Number and Qualifications.

The board shall be comprised of at least five and no more than nine persons and may be drawn from the membership of JMS and people from the Juneau Douglas community who possess special skills and interests that would benefit JMS. It is the goal of JMS that one third of the membership of the board be comprised of individuals from the community. The executive director shall sit ex officio in a non-voting capacity.

No employee of JMS or spouse, relative, or significant other of a JMS employee shall be eligible to sit as a voting member of the board. Each newly elected director shall complete a JMS board training and orientation program. The entire board shall complete training annually.

In addition to voting members, people from the Juneau Douglas community who possess special skills and interests that would benefit JMS may be appointed as board liaisons. These individuals are expected to attend board meetings and advise the board on issues specific to their expertise. These individuals may include those excluded by provisions for eligibility to sit as voting board members. A sitting board member must nominate a candidate board liaison and the nomination must pass with a majority of votes. The term of a board liaison shall last one year and be renewed annually by a majority vote.

§2.04. Election of Board.

At the annual board of directors meeting, the board shall elect a person nominated by the nominating committee to fill a vacancy on the board by a majority vote of a quorum of the directors. The term of office is three years. Directors may serve no more than three consecutive terms.

§2.05. Vacancies on the Board.

If the number of directors decreases due to the resignation, death, termination of a director before the director's term expires or a vacancy was not filled at the annual board meeting, the board of directors shall fill any vacancy when the number of directors is fewer than five, and may fill any vacancy when the number is fewer than nine. If a director position is vacated, the board of directors may appoint a person to complete the remainder of the three-year term. If the appointed person is elected to the board, his or her term will commence from the time of the election. The appointed time served will not be applied to an elected three-year term.

§2.06. Resignations and Terminations.

Any director who wishes to resign must do so in writing to the board of directors. Any director who misses three consecutive regular meetings of the board without excuse from the president may be terminated by the board of directors after written notice to the director. Any director who, in the opinion of a majority of the board of directors, has violated these bylaws or whose conduct is

prejudicial to the welfare of the JMS shall be dismissed from the board by a majority vote of the board at any board meeting. The board must give a seven day notice to the director and an opportunity for the director to be heard.

§2.07. Compensation.

Directors shall not be compensated for their service. The board of directors may approve repayment of expenses incurred by a director in connection with the performance of his or her board duties.

§2.08. Indemnification of the JMS Board of Directors.

JMS shall indemnify, defend, and hold harmless its present and former directors, officers, and employees against all liability, judgments, damages, fines, settlements, and expenses (including attorneys' fees) arising from or in connection with service or employment by, or other affiliation with JMS to the maximum extent and under all circumstances permitted by the Alaska Corporation Code of Non-Profit Corporations Code, as amended from time to time, including without limitation, for negligence or misconduct in the performance of corporate duties. Any repeal or modification of the foregoing provisions of this article shall not adversely affect any indemnification or defense right with respect to any matter or state of events existing at or prior to the time of repeal or modification. Indemnification provided by this article shall not be deemed on any other rights to which a person may be entitled by contract or as a matter of law, or of any rights that may be provided, consistent with applicable law, by general or specific action of the board. JMS shall purchase and maintain insurance for its present and former directors, officers, and employees.

Bylaw 3 - Meetings of the Board of Directors

§3.01. Annual Meeting of the Board of Directors.

The board of directors shall hold its annual meeting at the first board meeting following the annual membership meeting. The board shall elect officers at this meeting by a majority vote of a quorum of the directors. The elected officers shall take office when elected.

§3.02. Other Meetings of the Board of Directors.

The board of directors shall hold regular meetings at least nine times per calendar year. The president or a majority of the directors may call additional meetings. The board shall give notice of board meetings at least twenty-four hours before a meeting. The board or school director shall provide notice to the JMS membership of the time and place of each board meeting by posting a notice in a prominent location or via electronic communication. If no written objection is filed with the minutes, notice is deemed to be properly given.

All board of directors meetings are open to the public, except when the board votes to go into executive session.

§3.03. Executive Sessions.

The board may vote to go into executive session to discuss the following matters:

- a. personnel decisions;

- b. real property negotiations;
- c. consideration of the validity or settlement or other disposition of a claim or lawsuit;
- d. matters involving the financial, medical, or personal affairs of a parent, child, director or staff that may affect the parent, child or staff's relationship with JMS;
- e. attorney-client communications.

If the board votes to go into executive session, the board may not vote on any of the above matters while in executive session. The minutes shall indicate the reason for going into executive session, as well as when the executive session began and ended. Any motion as a result of executive session shall be held outside of executive session and recorded in the minutes.

§3.04. Confidentiality.

Directors shall keep confidential matters discussed during an executive session, unless the board, by a majority vote, agrees that the discussion was not confidential.

§3.05. Quorum.

A majority of the directors constitute a quorum for the transaction of business at any board meeting. A motion may pass by a simple majority of the directors present at any board meeting. Quorum may include directors that teleconference or use other electronic means to attend the meeting; if voting takes place via teleconference, the vote shall be recorded via roll call. If a vote takes place via email, the outcome shall be recorded in the minutes at the next meeting.

Bylaw 4 - Officers

§4.01. Selection and Qualifications.

The officers are the president, vice-president, secretary, and treasurer. The officers shall hold office at the discretion of the board of directors, who shall elect, by majority vote, the officers at their annual meeting. Each officer's term shall be one year. An officer may serve more than one term if the board of directors elects the officer, by majority vote, to subsequent terms.

§4.02. Resignation.

An officer may resign from their office at any time by giving written notice to the board of directors. The resignation will take effect at the time designated by the officer.

§4.03. Vacancies in Office.

If the office of the president becomes vacant, the vice-president will fill the president's office for the remainder of the term. If the vice-president is unable to fill the role of president for the remainder of the term, the board shall elect a president from the existing board at the next board meeting to fulfill

the role of president for the remainder of the term. If any other vacancy occurs, the board of directors will select a director to fill the vacant office for the remainder of the term.

§4.04. Terminations.

The board of directors may remove any officer by an affirmative vote of a majority of the entire board of directors whenever, in its judgment, the board determines that removal would best serve the interests of JMS.

§4.05. Duties of President.

The president shall be the principal officer of JMS, shall perform all duties incident to the office of the president, which include:

- a. supervising and taking responsibility for JMS business;
- b. presiding at all meetings of the membership and of the board of directors;
- c. signing, along with the treasurer or any other officer of JMS who is authorized by written resolution of the board of directors, deeds, mortgages, loans, or other instruments that the board of directors have authorized the officers to execute;
- d. performing any duties that may be assigned by the board of directors;
- e. coordinating the annual evaluation of the executive director;
- f. coordinating with the executive director to provide orientation, training, and development for new and existing directors; and
- g. organizing and setting agenda for annual board of directors retreat.

§4.06. Duties of Vice-President.

The vice-president shall perform the duties of the president in the president's absence. The vice president shall also perform any duties that may be assigned by the board of directors or president.

§4.07. Duties of the Secretary.

The secretary shall:

- a. keep, or cause to be kept at a location ordered by the board of directors, an archive of minutes of all meetings of the board of directors and of the membership, with the time and place of the meetings, whether regular or special, and, if special, how the meeting was authorized, the names of the directors and other persons present, and the

proceedings of the meeting;

b. keep, or cause to be kept at a location ordered by the board of directors, a director register listing names, addresses, and telephone numbers;

c. give, or cause to be given, notice of all meetings of directors, committees, and the board of directors, as required by these bylaws;

d. keep, or cause to be kept, permanent records, correspondence, and official documents of the JMS board of directors;

e. perform other duties that may be assigned by the board of directors.

§4.08. Duties of Treasurer.

The treasurer shall:

a. be custodian of the JMS funds and financial records and reports;

b. provide an accurate account of the financial condition of JMS to the board of directors on a quarterly basis and when otherwise requested;

c. serve as chair of the finance committee;

d. draft and present annual budget to the board of directors.

Bylaw 5 - Membership

§5.01. Definition.

The JMS membership shall consist of all parents, including foster parents, or legal guardians of children enrolled in JMS. Other individuals interested in becoming members of JMS apply in writing to the board of directors. The board of directors will vote to approve or deny membership of any individual who applies.

§5.02. Powers and Duties.

The membership shall be non-voting.

Members may counsel and advise the officers and directors of JMS and serve on committees within JMS.

Bylaw 6 - Meetings of Membership

§6.01. Annual Membership Meeting.

The board of directors shall hold the annual membership meeting in Juneau, Alaska.

The purpose of the annual membership meeting is to:

- a. receive a financial report;
- b. receive a program report;
- c. conduct other business deemed necessary by the board of directors.

Each member shall be given notice of the time and place of the annual membership meeting at least 10 days prior to the meeting; notice of time and place shall also be posted in a prominent place in the school at least ten days prior to the meeting.

§6.02. Other Membership Meetings.

The board of directors may call other membership meetings.

The board of directors shall give written notice of the meeting to the membership at least five days prior to any such meetings. The notice shall include the time and place of the meeting and the business to be conducted. Business conducted at the meeting shall be limited to the items stated on the notice.

Members may call meetings by providing the executive director with notice of the proposed meeting. The notice must include purpose, location, time, and date of the meeting and be signed by at least half the membership. The business conducted at the meeting shall be limited to the purpose stated in the notice. The meeting time and date must be sufficiently in the future to allow for the executive director or her/his designee to verify the signatures at least six days prior to the meeting. Upon verification of signatures, the notice shall be posted in a prominent location at the School for at least 5 days prior to the meeting. The JMS membership and directors shall receive notice including purpose, location, time, and date of the meeting.

§6.03. Quorum.

A quorum for any membership meeting shall be at least two-thirds of the JMS membership.

§6.04. Proxies.

Members may appoint proxies to vote on any issue. The member shall assign the proxy in writing and submit the assignment to the presiding officer of the meeting prior to the meeting. No member may hold more than one proxy at any meeting.

Bylaw 7 - Executive Director

§7.01. Duties of the Executive Director.

The executive director is the chief executive and administrative officer of the school. The executive director shall have the responsibility for:

- a. implementing the management policies of the board;
- b. implementing the educational policies of JMS, including program development;
- c. staff development, including in-house and outside staff training;
- d. acting as a liaison between the pedagogical committee and the board;
- e. acting as a liaison between the staff and the board;
- f. administrative duties related to the operations and fiscal management of JMS;
- g. insuring that JMS is in compliance with city ordinances, state laws, and Internal Revenue Services rules and regulations;
- h. other duties as assigned by the board of directors.

§7.02. Disciplinary Action Against the Executive Director.

The board may immediately suspend the executive director if the board determines, by a two-thirds majority vote of the entire board of directors, that such action is necessary to prevent harm. At least ten days before the board takes any other disciplinary action against the executive director, the board shall furnish the executive director with a written statement setting forth the specific acts or omissions that are the reasons for the disciplinary action. The written statement shall be placed in the executive director's personnel file. Disciplinary action may include:

- a. a written reprimand to be placed on permanent record;
- b. suspension;
- c. a reduction in pay;
- d. termination.

Bylaw 8 - Committees

§8.01. Standing Committees.

The standing committees are the:

- a. Pedagogical and policy committee
- b. Finance committee
- c. Fund development committee

- d. Nominating committee
- e. Grievance committee
- f. Facilities committee

The President may establish other committees as needed.

§8.02. Appointments of Committee Chairs.

The president of the board of directors shall appoint the chairs of the standing committees, except as follows:

- a. The chair of the finance committee shall be the treasurer.

§8.03. The Pedagogical and Policy Committee.

The Pedagogical and Policy Committee (PC) is made up of all JMS Lead Guides, at least one parent/guardian, at least one board member and the executive director. All members shall pass a background check and sign a confidentiality statement. This committee may request outside expertise to advise them on specific decisions about developmentally appropriate practices and Montessori Pedagogy.

The purpose of the committee is to inform and advise the Board of Directors regarding Montessori Method of Pedagogy on the environment and materials as well as other learning experiences offered at JMS. The pedagogy may be in regard to professional development, curriculum development, student screenings and assessment and parent education. The PPC will advise the Board on current school policy and may provide input on new policies as needed by Board direction.

The PPC may act as a JMS representative to mediate any developmental, behavioral concerns with students and provide input at the direction of the grievance committee.

If the grievance committee is addressing an issue pertaining to Montessori Pedagogy, one member of the PPC shall be appointed by the other members to advise and attend relevant meetings of the grievance committee.

The PPC shall be responsible for:

- a. Developing and implementing Montessori curriculum in adherence to AMI standards;
- b. Parent education and parent involvement;
- c. Recommending policies related to the operations of the school;
- d. Community outreach and promotion of JMS;
- e. Education about Montessori philosophy to JMS staff, board of directors, families and

community at large;

- f. Assisting lead guides and families with recommendations for and implementation of plans of care for children and families who may need additional or specialized guidance in regard to development and/or behavior in the classroom.

§8.04. The Finance Committee.

The board shall appoint a finance committee. The treasurer shall chair the committee. The executive director shall be a permanent member of this committee. The finance committee shall be responsible for the following:

- a. prepare and recommend an annual school budget to the board;
- b. employ an auditor, if necessary, to review the financial position of JMS;
- c. perform other duties assigned by the president or the board;
- d. monitor and manage funds and uses of scholarship funds per JMS adopted policies.

§8.05. Fund Development Committee.

The board shall appoint a fund development committee. The fund development committee shall develop and implement the funding plan, which may include fundraising, annual giving, planned giving, grant writing, and unrelated business activities approved by the board of directors that are intended to raise funds for projects, programs, or asset acquisitions for JMS.

§8.06. Nominating Committee.

The president shall appoint a nominating committee when necessary to fill a vacancy on the board. The nominating committee shall nominate one or more persons as candidates for election to the board. The nominating committee may consist of members of the board of directors, other JMS members and/or members of the JMS staff.

§8.07. Grievance Committee.

The Board shall appoint a committee chair and the committee should be comprised of one Lead Guide, one representative from the pedagogy committee, a parent and one board member. The Executive Director will participate when the grievance is not against the ED. The committee will handle all parent and employee complaints when filed against the school, another employee, or dismissal of child from the program.

If there is a conflict of interest with one or more of the members of the grievance committee, the member(s) will be asked to recuse themselves. A conflict of interest is a direct relation or involvement in grievance being discussed.

§8.08. Facilities and Grounds Committee.

The Board shall appoint a committee chair and the Facilities and Grounds Committee shall be comprised of at least one board member and one parent. The Executive Director will participate when the committee is planning long term projects for the JMS property. The committee responsibility ranges from long term projects, annual care and maintenance of outdoor environment, to working with the City of Juneau to renew our lease and/or development of outdoor play space.

The FGC may apply for Grants as needed to fund maintenance projects.

§8.09. Special Purpose Committees.

The president may establish other special purpose committees and assign duties and responsibilities to the committees. The president shall appoint the chair persons to the special purpose committees and shall determine when a special purpose committee should terminate.

§8.10. General Provisions Applicable To Committees.

A standing or special purpose committee's powers are limited to recommending action to the board of directors, unless specifically stated otherwise in these bylaws. Each standing and special purpose committee shall post notice in a location prominent to the JMS membership of its meeting at least one day prior to the meeting. A committee shall adopt committee action by majority vote and shall report its actions to the board of directors for inclusion in the permanent record. A quorum for each committee shall be a majority of its members.

The chair of each standing committee shall fill any vacancies on each respective committee. The president shall appoint the chair of each standing committee at the first meeting following the election of board officers. The standing committees' chairs shall serve for one year, when the president appoints the succeeding standing committees' chairs.

Bylaw 9 - Parliamentary Procedure

§9.01. Rules of Procedure

The most recent edition of Robert's Rules of Order shall govern all proceedings of the JMS membership board of directors and committees.

Bylaw 10 - Records

§10.01. Records.

The JMS shall maintain accurate records of all of its transactions and official documents for a minimum of seven years at locations designated by the board of directors.

Bylaw 11 - Authority To Obligate

§11.01. Authority to Obligate.

Any two officers of the board of directors or other two persons designated by those officers shall have

authority to act on behalf of JMS and to incur financial and other obligations for JMS. Either two directors of the board of directors, as designated by the board, or one of the designated directors and the school director, shall sign all financial documents obligating \$5,000 or more.

Bylaw 12 - Fiscal Year, School Year and Audit

§12.01. Fiscal Year & School Budget Year.

The JMS fiscal year begins January 1st and ends December 31st. The school budget year begins September 1st and ends August 31st.

§12.02. Audits.

To assure full accountability, JMS shall undergo the following periodic audits, as determined by the board of directors:

- a. an annual internal compliance audit conducted by the finance committee, to assure that JMS is complying with applicable federal, state, and local statutes and regulations;
- b. a periodic self-evaluation program to determine how well the JMS program is meeting the needs of the families, to be conducted by a special purpose committee appointed by the board and including at least one director of the finance committee.

Bylaw 13 - Amendments and Operative Date of Bylaws

§13.01. Review of Bylaws.

The board of directors shall periodically review the bylaws, a minimum of once every three years. **§ 13.02. Procedure For Amending Bylaws.**

The board of directors or at least three JMS directors may propose an amendment to the bylaws. The amendment will be adopted if a majority of the board of directors votes to adopt the amendment.

§13.03. Effective date.

These bylaws shall be effective immediately following adoption by the board of directors. All directors elected prior to the effective date of these bylaws shall continue in office until removed or until their successors are confirmed. Existing committees and prior actions of the board of directors or any committees remain in effect until modified, repealed, or otherwise superseded.

Bylaw 14 - Dissolution

JMS is not organized for profit, and no part of the net earnings of the corporation shall ever inure to the benefit of any member or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property received by the corporation from any source, after the payment of debts and obligations of the corporation, shall be conveyed, transferred and delivered to one or more organizations which have a charitable status under the Internal Revenue Code of 1954 as amended.

Designation of such a charitable donee shall be made by the Board of Directors prior to dissolution, according to the requirements of the Internal Revenue Service and of AS 10.20.390-450. Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5).

Bylaw 15- Authentication

Approval: These bylaws were adopted by the membership of the Juneau Montessori School on this 14th day of this March month of the year 2024.

Amy Balagna, *President* _____

Ashley Aemmer, *Vice President* _____

Previous Revisions:

Nov. 2019

Sept. 2019

Dec. 2018

Sept. 2018

Apr. 2018

Apr. 2016

Oct. 1998

May 2002

Sep. 2004