

By Laws of the Michigan Montessori Society, INC.
A Michigan Corporation

Article I Name

The name of this corporation is the Michigan Montessori Society, Inc. (the Corporation).

Article II Offices

The Corporation may have offices as such places as the Board of Directors may, from time to time, determine or the business of the Corporation may require.

Article III Purposes

The primary purpose of this Corporation is to promote, develop, and disseminate the educational philosophy and principles of Maria Montessori, fostering their integration with the American educational and cultural environment. Other corporate purposes and objects comprise those which are necessarily implied there from or incidental thereto.

Article IV Affiliation

1. This Corporation may be affiliated with the American Montessori Society (AMS) and with the Association Montessori Internationale (AMI), in accordance with the bylaws of those organizations.
2. Montessori schools that
 - (a) have in their employ a director(ess) accredited by Montessori Accreditation Council for Teacher Education (MACTE) training course
 - (b) conform to guidelines established by the Board of Directors of the Corporation
 - (c) conform to all ethical practices of business and education

may apply to the Board of Directors for affiliation with the Corporation. Upon acceptance by the Board of Directors and payment of the affiliation fee as established by the Corporation, the applicant school shall be affiliated.

Article V Membership

1. The Corporation shall have three categories of membership:
 - a. Regular membership. A regular member is an individual interested in Montessori education, who desires to take an active part in the Corporation and its purposes, and who pays the appropriate memberships dues as shall be established by the Corporation.
 - b. School Membership. A school membership is any Montessori school affiliated with the Corporation in accordance is Article IV, Section 2.
 - c. Honorary Membership. An honorary member shall be any individual interested in Montessori education who is willing to accept dues-free honorary membership by appointment of the Board of Directors.
2. Membership in the Corporation is personal and not assignable. Any member may voluntarily withdraw from membership in the Corporation. The right of a

- member to vote and all his/her right, title, and interest in and to the Corporation shall cease on the termination of his/her membership. At no time shall any member have any interest in the property or estate of the Corporation.
3. Any member may be suspended by a two-thirds (2/3) vote of the full Board of Directors and may be removed by unanimous vote of the full Board of Directors after ninety (90) days notice to the member involved. Any member may be removed by a majority vote of the full Board of Directors for non-payment of dues that are ninety (90) days in arrears.

Article VI Dues

The membership dues for all members shall be established at any time and from time to time by the Board of Directors.

Article VII Meetings and Elections

1. The Corporation shall hold its annual meeting and elections during the month of June prior to the 15th. The annual meeting shall be held at a time and place to be determined by the Board of Directors.
At the April meeting of the Board of Directors, an Election Committee of three members shall be appointed by the President and approved by the Board. The Election Committee shall nominate qualified persons as candidates for offices to be vacated the following September, establish voting procedures and oversee, verify, and tabulate voting at the annual meeting.
2. Special meetings of the Corporation may be called at any time by the President. Upon written petition of ten (10) regular members of the Corporation, the President shall call within five (5) days a special meeting of the regular members at a time and place to be fixed by the President.
3. Notice of annual meetings or any special meetings shall be given to all members by notice, oral or written, of the time and place at least five (5) days prior to the date of said meeting. Those present in person or by proxy at any annual meeting or special meeting shall constitute a quorum at said meeting.
4. Each regular member of the Corporation of record thirty (30) days prior to any annual or special meeting of the Corporation shall be entitled to one vote at such meetings and may do so in person or by proxy.
Each affiliated school of record thirty (30) prior to any annual or special meeting of the Corporation shall be entitled to three (3) votes and may vote by personal representation or by proxy.
5. Cumulative voting shall not be permitted. Honorary membership will not be entitled to voting rights.

Article VIII Board of Directors

1. Number of Trustees. A Board of Directors consisting of twelve (12) members shall manage the Corporation, its affairs, its finances, and its property. No more

- than three members of the Board shall represent one school. A Director must be a regular member of the Corporation.
2. Election. There are three (3) classes of Directors consisting of four (4) Directors each. The term of each class expires at the end of each calendar year. At each annual meeting, the Corporation shall elect four (4) Directors to fill vacancies created by the expiration of terms of a separate class of Directors who shall serve for a term of three years and until their successors are elected. Directors will serve from the first of September following their election.
 3. Vacancies. When the office of any Director becomes vacant, a majority of the Board of Directors shall have the power to fill the office for the unexpired term.
 4. Meetings. Meetings of the Board of Directors shall be held at a time and place to be determined by the members of the Board of Directors or on call of the President.
 5. Quorum. Five (5) members of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors
 6. Power and Duties. The Board of Directors shall have the power to transact all business of the Corporation between the meetings of the regular members.
 7. Removal. A member of the Board of Directors may be removed from the Board by a three-quarters (3/4) vote of the remaining members.
 8. Compensation. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, employee, or organizer of this Corporation or substantial contributor to it except as a reasonable allowance for actual expenditures for physical services actually made or rendered to or for the Corporation.
 9. Associates. Associates to the Board of Directors may be appointed by the President with approval of the Board. Associates may serve on any committee and engage in any discussions at Board meetings, but they shall not be entitled to voting privileges.

Article IX Officers

1. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors from among its members and who shall serve as such officers for one (1) year and until their successors are elected and qualified.
2. Any such office may be removed by a vote of two-thirds (2/3) of the full Board of Directors.
3. President. The President, and in his/her absence the Vice-President, shall preside at all meetings of the Corporation and at all meetings of the Board of Directors and shall discharge any other duties the Board of Directors may require. The President shall also appoint all committees whose members may be persons other than Directors and officers, so long as they are members of the Corporation.

4. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Corporation members; shall see that all notices are duly given in accordance with the provisions of the Bylaws; shall keep the records of the Corporation; shall discharge all other duties as may be assigned from time to time by the Board of Directors; and in general shall discharge all duties incident to the office.
5. Treasurer. The Treasurer shall keep and maintain all financial records of the Corporation and be responsible for the funds of the Corporation; shall make such reports as the Board of Directors may require; and in general shall discharge all duties incident to the office.

Article X Appointment of Committees

The President shall appoint such committees as it shall deem necessary and desirable.

Article XI Amendment

These bylaws may be amended by the membership at any regular or special meeting by a vote of two-thirds (2/3) of such members present and voting at such meeting; providing however, the said amendment shall be been proposed at least one (1) previous meeting and notice of the proposed noted on said proposed amendment shall be given to all voting members.

Article XII Termination of the Corporation

In the event of the termination, liquidation, dissolutions, or winding up of this Corporation, whether voluntary or involuntary, in any manner, for any reason whatsoever, no member shall be entitled to any distribution or division of its remaining property or its proceeds; but, if the Corporation has assets, the Board of Directors shall within three (3) months after such revocation, dissolution, or expiration, petition the appropriate Court in the judicial district where the principal office of the Corporation was located or is located for an Order directing the disposition of any and all property belonging to the Corporation.