

**BYLAWS**  
**OF**  
**MONTESSORI OF MAUI, INC.**

**ARTICLE I. NAME AND CORPORATION**

1.01 Name. The name of this corporation shall be Montessori of Maui, Inc.

1.02 Organization. This corporation was formed under the laws of the State of Hawaii, as contained in Chapter 415B of the Hawaii Revised Statutes, which is entitled "Non-Profit Corporation Act".

**ARTICLE II. PURPOSES**

2.01 Mission Statement. The mission of Montessori of Maui, Inc. is, in the words of Dr. Maria Montessori, "to educate the human potential". We believe along with Dr. Montessori that "the task of the child is the formation of the man, orientated to his environment, adapted to his time, place and culture". The Montessori School of Maui strives to provide its students with an academic foundation that encompasses cultural social, aesthetic, historical and physical understanding that prepares them for stewardship in the world.

2.02 Purposes. The purposes of this corporation are: (1) to operate a child development center and school for children in accordance with the Montessori method of education; (2) to encourage the development of every child to his or her maximum potential; (3) to aid parents in the education of their child by involving them in the school; and (4) to provide a facility where a diversity of cultural experience can be shared with the community.

2.03 Limitations. This corporation is formed exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

**ARTICLE III. OFFICES**

3.01 Office. The principal office of this corporation in the State of Hawaii is located at 2933 Baldwin Avenue, Makawao, Maui, Hawaii 96768. The corporation may have such other offices within the State of Hawaii as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

## ARTICLE IV. BOARD OF DIRECTORS

4.01 General Powers. The affairs of the corporation shall be managed by its Board of Directors 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.

4.02 Duties and Responsibilities. The Board of Directors shall have the following duties and responsibilities: (1) to ensure that the school operates consistent with the Montessori philosophy and in the best interests of its students, parents and teachers; (2) to conduct fund raising activities for the school; (3) to promote the school within the community; and (4) to set policies including but not limited to tuition, salaries, financial aid, capital expenditure; to be implemented by the school administration.

4.03 Numbers and Qualifications. The Board of Directors shall consist of no less than seven (7) and no more than twenty-three (23) Directors.

4.04 Election and Terms. Members of the Board of Directors shall serve for three-year terms, commencing at the first quarter of the fiscal year (July 1 – Sept. 30), Board meeting. Terms shall be staggered. A Director may not serve for more than two consecutive terms unless the Board of Directors and the respective Director shall mutually agree that it would be in the best interests of the corporation to have the Director serve additional terms.

4.05 Vacancies and Removal. Vacancies occurring on the Board of Directors shall be filled by the remaining Directors by election from a slate of nominees presented by the Committee on Governance. Each person so elected shall serve the remainder term of the former Director. Any member of the Board of Directors who is or has been absent from three regular meetings during the school year without an excused absence from the Chairperson shall be regarded as having resigned from the Board. Any director whose actions are deemed to be inimical to the purposes of the corporation may be removed by a three-quarters vote of the entire Board of Directors.

4.06 Compensation. Elected Directors shall not be compensated for their services as Directors. The Board of Directors may approve repayment for any expenses incurred by a Director in connection with the performance of his or her duties.

4.07 Honorary Directors. The Board of Directors may appoint any individual to be an Honorary Director. Honorary Directors shall have the rights and privileges of regular Directors, but shall be without the power to vote. Honorary Directors shall continue to serve until their resignation or removal by a two-thirds (2/3) vote of the Board of Directors.

## ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

5.01 Annual Meeting. An annual meeting of the Board of Directors shall be held in each year for the transaction of such business that may come before the meeting. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Hawaii, for the holding of the annual meeting and additional regular meetings.

5.02 Regular Meetings. The Board of Directors shall have regular meetings as necessary with a minimum of one meeting per quarter.

5.03 Special Meetings. Special meetings of the Board of Directors may be called at the request of the Chairperson or any two Directors.

5.04 Notice. Notice of any special meeting of the Board of Directors shall be given to each Director at least five days prior to the meeting.

5.05 Quorum. Not less than one-half of the current voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting. If less than one-half of the voting members of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting.

5.06 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, unless the act of a greater number is required by law or by these Bylaws. An affirmative act of three-quarters of the entire Board of Directors shall be required to change the number of Directors. Specific actions may be taken with less than a quorum physically present if enough additional Directors attend by telephone to make a quorum and written consent to the action in question is signed by a majority of Directors (as specified by these Bylaws), and filed with the minutes of the proceedings of the Board, whether done before or after the meeting by means of a conference telephone or similar device, which allows persons participating in the meeting to communicate with each other. Any person participating in this manner shall be deemed to be present at the meeting.

5.07 Informal Act by Directors and Attendance by Telephone. Action taken by a majority of the Directors without a meeting is nevertheless Board action, if written consent to the action in question is signed by all of the voting members of the Board of Directors (as specified by these Bylaws), and filed with the minutes of the proceedings of the Board, whether done before or after the meeting by means of a conference telephone or similar device, which allows persons participating in the meeting to communicate with each other. Any person participating in this manner shall be deemed to be present at the meeting.

## **ARTICLE VI. OFFICERS**

6.01 Officers. The officers of the corporation shall be the President, Vice President, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers including one or more assistant secretaries and one or more assistant treasurers, as the Board deems advisable. The duties of the officers shall be as specified in these Bylaws or as the Board of Directors may prescribe.

6.02 Election, Term of Office and Qualifications. The officers of the corporation shall be elected annually by the Board of Directors. Election of officers shall be held at the fourth quarter meeting of the Board of Directors. All officers shall be members of the Board of Directors and shall be elected by the Board. The qualified candidates for President shall be limited to Board members who have served on the Board for at least one year and shall preferably, but not required, be a member of the Executive Committee.

6.03 Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, it would serve the best interests of the corporation. An affirmative vote of three-quarters of the entire Board of Directors shall be required for removal of the officer.

6.04 Vacancies. The Board of Directors shall appoint a person to fill any vacancy in any office, whether by death, resignation, removal, disqualification or otherwise. The person so appointed shall serve for the unexpired portion of the term.

6.05 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 Directors; (2) sign, with the Secretary or Treasurer or any other proper officer of the corporation who is authorized by written resolution of the Board of Directors, any deeds, mortgages, bonds, or other instruments which the Board of Directors have authorized to be executed. If another provision of these Bylaws or a statutory provision authorizes some other officer or agent of the corporation to perform some duty, then such provision shall control and; (3) perform any duties as may be assigned by the Board of Directors.

6.06 Vice President. The Vice President shall have the following duties: (1) perform the duties of President in the absence of the President or in the event of his or her inability or refusal to act; (2) perform any duties assigned to him or her by the President or by the Board of Directors. The Vice President shall become the President the following year after his or her term as Vice President, unless he or she is disqualified or declines to serve.

6.07 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 Directors, 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 of Directors shall determine. The Treasurer shall have the following duties and may delegate the same to qualified staff of the school as may be approved by the Board: (1) deposit all funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; (2) receive and give receipts for monies due and payable to the corporation from any source whatsoever; and (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 of Directors and auditors at all times; (5) give a report of account at each meeting of the Board of Directors; (6) shall furnish an annual statement of all receipts and disbursements of the organization at a meeting in June, and (7) perform such other duties as may be authorized and directed by the Board of Directors from time to time.

6.08 Assistant Treasurer. The Board of Directors is authorized to appoint an Assistant Treasurer who shall assist the Treasurer in the performance of his or her duties.

6.09 Secretary. The Secretary shall have the following duties: (1) handle the general correspondence of the Board of Directors; (2) keep the minutes of the meetings of the Board of Directors, which shall be maintained in one or more books provided for that purpose; (3) ensure that

all notices required by statute and these Bylaws are duly given; (4) serve as custodian of the corporate records and of the seal of the corporation; (5) ensure that the seal of the corporation is affixed to all documents the exception of which is authorized by these Bylaws, by statute or by the Board of Directors; (6) maintain a register of the mailing address and phone number of each Director which shall be furnished to all Directors; and (7) perform such other duties as may be prescribed by the Board of Directors.

6.10 Assistant Secretary. The Board of Directors is authorized to appoint an Assistant Secretary to assist the Secretary in the performance of his or her duties.

6.11 Limitation. No officer shall obligate the corporation beyond the line items in the approved budget, without specific authority in writing from the Board of Directors. Annually, the Board of Directors shall delegate to the Finance and Audit Committee the scope of authority to make reasonable budget revisions consistent with prudent fiscal practices.

## **ARTICLE VII. INDEMNITY**

7.01 The corporation shall indemnify each present and future officer and director of the corporation and each person who serves at the request of the corporation as an officer or director of any other corporation whether or not such person is also an officer or director of the corporation, against all costs, expenses and liabilities, including the amounts of judgments, amounts paid in compromise settlements and amounts paid for services of counsel and other related expenses, which may be incurred by or imposed on him in connection with any claim, action, suit, proceeding, investigation or inquiry hereafter made, instituted or threatened in which he may be involved as a party or otherwise by reason of his being or having been such officer or director, or by reason of any past or future action taken or authorized or approved by him or any omission to act as such officer or director, whether or not he continues to be such officer or director at the time of the incurring or imposition of such costs, expenses or liabilities, except such costs, expenses or liabilities as shall relate to matters as to which he shall in such action, suit or proceeding be finally adjudged to be, or shall be, liable by reason of his gross negligence or willful misconduct toward the corporation in the performance of his duties as such officer or director. As to whether or not a director or officer was liable by reason of gross negligence or willful misconduct toward the corporation in the performance of his duties as such officer or director in the absence of such final adjudication of the existence of such liability, the Board of Directors and each officer and director may conclusively rely upon the opinions of legal counsel selected by or in the manner designated by the Board of Directors. The foregoing right of indemnification shall not be exclusive of other rights to which any such officer or director be entitled as a matter of law or otherwise, and shall inure to the benefit of the heirs, executors, administrators and assigns of each such officer or director.

## **ARTICLE VIII. COMMITTEES**

8.01 Standing Committees. The standing committees shall be as follows: (1) Executive; (2) Finance; (3) Committee on Governance; (4) Head Support & Evaluation; (5) Development; and (6) Tuition Assistance. Other committees may be established when deemed advisable by the President.

8.02 Appointment of Committee Chairs. The President shall appoint the chairs of all standing committees.

8.03 Membership of Committees. The Committee on Governance shall appoint all members of standing committees after taking into consideration the request of each Board member except the members of the Committee on Governance shall be appointed by the Executive Committee.

8.04 Executive Committee. The Executive Committee shall consist of the officers of the corporation and the Past President. Not less than three members of the Executive Committee shall constitute a quorum for the transaction of business at any Executive Committee meeting. A majority of a quorum can make decisions on behalf of the Committee. The Executive Committee shall perform as needed, the usual functions of the Board of Directors in routine management of the affairs of the corporation during the intervals between meetings of the Board of Directors and shall have the authority to bind the Board for any financial activities no greater than \$1,000.00. The Executive Committee shall report in writing all of its decisions and actions taken to the Board at each regularly scheduled meeting of the Board. The President shall inform the Board of Directors of all actions taken by the Executive Committee. The President shall call meetings as needed. The President shall preside and shall have vote. The Executive Committee will recommend Head of School compensation based upon input from the Head Support & Evaluation Committee and the Finance Committee.

8.05 Finance Committee. The Finance Committee shall consist of the Treasurer and at least three other members and the Treasurer shall serve as chair. The committee shall have the following duties: (1) recommend an annual budget to the Board; (2) recommend revisions in the budget; (3) prepare and review expenditure reports and presentation to each Board meeting; (4) employ an auditor, if deemed necessary, to review the financial position of the corporation; and (5) perform other duties assigned by the President or the Board.

8.06 The Committee on Governance. The Committee on Governance shall consist of at least three members appointed by the Executive Committee. The Committee on Governance shall have the following duties: (1) develop a Profile of Board Membership over time; (2) cultivate appropriate individuals to produce a Board membership that conforms with that profile; (3) present a list of nominees for vacancies on the Board; (4) develop and maintain a Board orientation and training program; (5) spearhead the annual Board self-evaluation; (6) take lead in development of annual Board retreat; and (7) perform such other duties as may be assigned by the President or the Board.

8.07 Head Support & Evaluation Committee. The Head Support & Evaluation Committee shall have the following duties: (1) recommend to the Board the hiring of the Head of School; (2) evaluate on an annual basis the performance of the Head of School; (3) be a sounding board for the Head of School (the Head of School can consult with this Committee for input or direction); (4) interface between Board's efforts to govern and administration's efforts to manage (governance-operations linking unit; and (5) perform such other duties as may be assigned by the President of the Board.

8.08 Development Committee. The Development Committee shall coordinate and organize the fund raising activities of the School. Fund raising activities shall include activities directed at the

parent body, alumni and general public, major fund raising campaigns or drives which are ongoing and are intended to raise funds for projects, programs or asset acquisitions; and grants focusing on particular areas of mutual interest and benefit to the grantor and the School. The Committee oversees the Annual Giving Fund, Special Events, Tuition Assistance fund raising and Capital Campaign fundraising for land purchase and campus expansion.

8.09 Tuition Assistance Committee. The Tuition Assistance Committee shall coordinate and organize fund raising activities for the Tuition Assistance Program and Tuition Assistance Endowment Fund of the school. The Committee will work with the Finance Committee to review applications and select candidates for tuition assistance; and perform such other duties as may be assigned by the President or the Board.

## **ARTICLE IX. HEAD OF SCHOOL**

9.01 Responsibilities of the Head of School. The purpose of this Article is to enumerate the duties and responsibilities of the Head of School and to describe the relationship between the Board of Directors and the Head of School. The Board shall have the responsibility for establishing policy for the management of the corporation. The Head of School shall have the responsibility for: (1) implementing the management policies of the Board; (2) establishing and implementing the educational policies of the corporation; (3) acting as liaison between the staff and the Board; (4) serving as the chief executive and administrative officer of the School consistent with the Montessori philosophy.

9.02 Duties of the Head of School. In addition to the duties described elsewhere in these Bylaws, the Head of School shall have the described duties in the Head of School job description and shall include the responsibility to: (1) execute contracts to employ support staff and faculty; (2) supervise and delegate the faculty selected to work with the students; (3) formulate and submit to the Finance Committee and the Board an annual budget reflecting the needs of the School and to administer the budget, once approved by the Board of Directors; (4) be in full charge of enrollment, admissions, classification and instruction of children in the School; (5) perform any duties prescribed by the Board of Directors; and (6) formulate and submit to the Board any recommended changes to the management or educational policies of the School.

9.03 Annual Evaluation. The Head Support & Evaluation Committee shall conduct an annual evaluation of the performance of the Head of School and shall present such evaluation with appropriate recommendations for action to the Board.

## **ARTICLE X. PARENTS ASSOCIATION**

10.1 Parents Association. The Board shall support the establishment of a Parents Association which shall provide the parents of Montessori students an opportunity to become an active part of the school community. The goals of the Parents Association shall be as follows: (1) to provide a means through which parents can meet with each other and work together with staff and students for the benefit of the children; (2) to provide an organizational structure and communication framework for the parents and a forum for discussion of school needs, projects and assistance that will promote the education of the students; and (3) to assist in fund-raising activities that will be used to enhance the school environment to the benefit of the children.

## **XI. NOTICE OF NONDISCRIMINATORY ADMISSION POLICY AS TO STUDENTS**

11.01 Admissions Policy. The Montessori of Maui, Inc. admits students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the School. It does not discriminate on the basis of race, color, national and ethnic origin in administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs.

## **ARTICLE XII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

12.01 Contracts. In addition to the authority granted to officers by these Bylaws in Article VI, the Board of Directors may authorize in writing any officer, officers, and Head of School to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and may also appoint an agent to similarly act on behalf of the corporation upon limited conditions and authority.

12.02 Checks, Drafts, etc. All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by the President, Vice President, Treasurer, Secretary and/or Head of School. The Board of Directors is authorized to designate by written resolution other officers or agents who may sign on behalf of the corporation.

12.03 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 Directors may select.

12.04 Gifts. The Board of Directors or the Head of School may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the general purpose of the corporation.

## **ARTICLE XIII. BOOKS AND RECORDS**

13.01 Books and Records. The corporation shall keep, correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors. The corporation shall also keep at the registered or principal office, a record giving the names and addresses of the Directors. All books and records of the corporation may be inspected by any director of the corporation, his agent or attorney for any proper purpose at any reasonable time. The Secretary shall be responsible for maintaining such books and records.

## **ARTICLE XIV. FISCAL YEAR**

14.01 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June the next year.



## ARTICLE XV. SEAL

15.01 Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed on it the name of the corporation and the words "Corporate Seal".

## ARTICLE XVI. WAIVER OF NOTICE

16.01 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of Hawaii or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver of the notice, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed to be equivalent to the giving of such notice.

## ARTICLE XVII. AMENDMENTS TO BYLAWS

17.01 Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or any special meeting, if at least five days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws. No change in these Bylaws shall be effective at the meeting in which it is passed.

## ARTICLE XVIII. RULES AND REGULATIONS

18.01 In addition to these Bylaws, the Board of Directors shall adopt such rules and regulations as may be deemed necessary or advisable for the proper conduct and administration of the activities of the corporation. The latest edition of the Roberts Rules of Parliamentary Procedure shall be followed. Rules and regulations may be amended by a majority vote of the Board of Directors without prior notice.

## ARTICLE XIX. AUTHENTICATION

19.01 Approval. These Bylaws were adopted by the Board of Directors of Montessori of

Maui on \_\_\_\_\_.

\_\_\_\_\_  
Klaus Simmer, President

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Sheila Haynes, Secretary