

**BY-LAWS
OF
MONTESSORI ADMINISTRATORS OF GEORGIA (MAG), INC.**

ARTICLE I.

1.01- The name of this corporation shall be the Montessori Administrators of Ga. (MAG), INC.

1.02- Corporation

The corporation shall have all the powers, rights and privileges as are accorded corporations by the Georgia Non- Profit Corporation Code, which are consistent with the Articles of Incorporation and with these Bylaws.

1.03- Mission

Montessori Administrators of Georgia (MAG) is a group founded upon the desire to grow and better communicate Maria Montessori's philosophies. We endorse the standards and policies of Association Montessori International (AMI) and support fellow members to rely upon these for best practice. MAG offers a network of experienced Montessori administrators the opportunity to work together to strengthen our existing schools and to mentor newer and beginning schools. In particular we support the Montessori Institute of Atlanta and its growth as an AMI training center providing a framework for the development of Montessori education across all age levels.

Member schools benefit from meetings that offer support and mentorship, networking opportunities, community events and the option of a group health insurance plan.

1.04- Membership

Members must pay dues set by the Board of Trustees. The Membership period runs from August 1 – July 31 annually and is open to any school or individual interested in participation in the organization and its mission. The Board Of Trustees, by a majority vote, reserves the right to deny or retract membership in this organization to any school or individual for unprofessional conduct as it relates to this organization's mission.

ARTICLE II.
Trustees

2.01- Management of the Corporation

The Board of trustees shall manage the affairs of the corporation subject to governing laws, the corporation's articles of incorporation and these bylaws.

2.02- Duties and Responsibilities

The Board of Trustees shall assume all legal and fiduciary responsibilities for the corporation.

2.02- *Number of Qualifications*

The Board of Trustees is a single class which will consist of seven (7) members; one of which also serves on the Montessori Institute of Atlanta Board (MIA) and acts as a liaison between both boards for a period of one (1) year. Only representatives of AMI accredited schools and/or AMI diploma holders shall be eligible to sit on the board, and said board members will serve without pay.

2.03- *Election to Office*

The original Board of Trustees shall be elected by members at an open meeting. Subsequently, the members of this organization shall nominate new board members when existing terms expire and the Board of Trustees shall elect new Trustees from those nominees. The list of Nominees will be made known to all members for at least thirty (30) days prior to the Board Of Trustees electing new trustees from those nominees.

2.04- *Terms of Office*

Trustees shall serve a minimum of two (2) renewable terms, or until resignation or inability to serve.

2.05- **Actions of Board**

The Board of Trustees adheres to the "one voice principle" and speaks as one voice or not at all. Statements by individual board members have no authority.

2.06- **Removal of Trustees**

An elected Trustee may be removed from office by a majority of the voting members of the board of Trustees for cause, when such action will serve the best interest of the Corporation. Such action to remove an elected Trustee will be voted on at a regular or special meeting of the Board provided that the notice of the meeting must state that such action is to be considered at that meeting.

2.07- Attendance

Any Trustee who misses three Board meetings within a year may be considered as resigned from the board.

2.08- Resignation

Trustees will be responsible for filling the vacancy created by an incomplete term.

ARTICLE III

MEETINGS OF THE BOARD OF TRUSTEES

3.00 Regular Meetings

Regular meetings of the Board of Trustees shall be held quarterly or more frequently as needed. The President will send meeting notices and a draft agenda at least seven (7) days in advance of the meeting.

3.01 Special Meetings

Special meetings of the Board may be called by the President or by at least three (3) members of the Board of Trustees. Notice of special meetings stating the date, time and place of such a meeting shall be delivered to all Board members not less than five (5) days before the date of such a meeting.

3.02 Meeting Place

Meetings of the Board of Trustees, both regular and special, shall be held at a location specified at the last meeting of the Board.

3.03 Electronic Meetings

Any or all Trustees may participate in, or conduct a regular or special meeting through the use of any means of communication, which will permit all Trustees participating in the meeting to hear one another during the meeting. Trustees participating through such communication means will be deemed present at that meeting.

3.06 Quorum

A simple majority of the total number of Trustees shall constitute a quorum. No official board decision may be made without the presence of a quorum.

ARTICLE IV

OFFICERS OF THE BOARD OF TRUSTEES

4.01 *President*

The President, subject to the control of the Board of Trustees, supervises and manages the affairs of the corporation. The President will perform all duties normally incident to such office and such other duties as may be provided in these Bylaws or as may be described from time to time by The Board of Trustees. The President shall sign any contracts, lease or other documents executed in the name of and on behalf of the corporation following a specified resolution of The Board of Trustees. The President of the founding board shall serve two (2) years in that capacity; all subsequent Presidents shall serve one (1) year in that capacity and the year following as Past President.

4.02 *Vice President*

In the case of the absence or disability of the President, the Vice President shall perform the duties of the office. The Vice President, in the absence of the President, may sign any contracts, leases or other documents executed in the name of and on behalf of the corporation following a specified resolution of the Board of Directors. The Vice President is a President-elect. Therefore, that person will complete a three (3) year minimum term: first as Vice President, second as President, third as Past President.

4.03 *Secretary*

The Secretary should keep accurate minutes of all meetings of The Board of Trustees and promptly provide a report of these minutes to all Board members, The Secretary shall distribute a copy of the previous month's minutes to all Board members at least seven (7) days ahead of the next regularly scheduled meeting. The Secretary shall be responsible for maintaining a permanent file of all copies of the minutes, as well as pertinent attachments to the minutes. The post of Secretary is a two (2) year post.

4.04 *Treasurer*

The Treasurer shall be the steward of all funds and securities of the corporation, and shall generally supervise the accounting and bookkeeping of the corporation and shall report all regular meetings of the Board of Trustees the financial status of the corporation. The Treasurer shall work closely with the President of the Board and shall supervise, advise and delegate the following: (1) signing of checks or other orders for payment of money (2) preparing and presenting such accounts, statements and or other financial affairs of the corporation (3) preparing for the Board a quarterly financial

statement (4) arranging for the annual audit (5) submission of the annual budget. The post of Treasurer is a two (2) year post.

ARTICLE V

COMMITTEES

5.01 *There may be committees made up of any interested individuals who are willing to advise and support the work of the Montessori Administrators of Georgia. They will be kept informed of decisions made by the Board of Trustees.*

ARTICLE VI

CORPORATE OPERATIONS

6.01 Fiscal Year

The fiscal year of the corporation shall proceed from August 1st through the following July 31st of each year.

6.02 Indebtedness

Entering into indebtedness must be approved by 5 (five) to 7 (seven) members of the Board of Trustees. Financial contracts, leases, or other documents executed in the name of and on behalf of the corporation should be signed by the President or Vice President and countersigned by another officer and shall have attached a copy of the resolution as passed by the Board of Trustees.

6.03 Execution of Checks

The President and Treasurer shall have the authority to sign all checks.

6.04 Books and Records

The corporation will keep correct and complete books and records of accounts, annual audits and will keep a signed copy of the minutes of the proceedings of the Board of Directors and all committee meetings of the Board.

6.05 Nonprofit Corporate Operation

The corporation shall issue no stock shares. No dividends shall be paid and no part of the income of this corporation will be distributed to the Board of Trustees. No Board of Trustee member shall receive compensation for serving in such capacity.

6.06 Loans

The corporation will not make loans to any Trustee of the Corporation.

6.07 Trustees Interests

No member of the Board of Trustees of the Corporation shall have any vested rights, interests or privileges of, in, or to the assets, functions, affairs or franchises of the corporation, or any right, interest or privilege which may be transferable or inheritable, of which will continue if membership ceases or while the member is not in good standing. Expelled members of the Board of Trustees shall have no property rights to assets of the corporation.

6.08 Dissolution

Upon dissolution, assets of the Corporation remaining after the payment or discharge of all liabilities of the corporation; the return, transfer or conveyances of assets held on conditions requiring the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious eleemosynary, benevolent, educational or similar purposes shall be distributed as indicated in the Articles of Incorporation.

6.09 Indemnification

The Corporation shall hold harmless and may indemnify those Trustees and Officers of the Corporation for liability in connection with conduct of the affairs of the Corporation or the management, investment or disbursement of corporation funds, except for liability incurred because of actions taken not in a good faith belief that the action was in the best interests of the Corporation or for liability based upon personal benefit improperly received.

ARTICLE VII **AMENDMENTS**

7.01 Power

The power to alter, amend or repeal these Bylaws and the Articles of Incorporation shall rest with Board of Trustees. Amendments must be presented in writing to the Board at least thirty (30) days in advance of being voted upon.

7.02 Authority

Action upon the Articles of Incorporation and these Bylaws may be taken by action of an affirmative vote of a majority of the total number of voting members of the Board of Trustees.

