

BYLAWS OF THE ASSOCIATION MONTESSORI INTERNATIONAL-ELEMENTARY
ALUMNI ASSOCIATION,
a California Non-profit Public Benefit Corporation
(as amended July 29, 1992)

I. Principal Executive Office

The principal executive office of the Association Montessori International-Elementary Alumni Association (hereinafter also the corporation, AMI-EAA or EAA) shall be located at the address of the current Chair. Each change shall be noted below on these Bylaws by the Secretary (or this Article may be amended to state the new location).

Address				Date	
4145 N. 63 rd St.	Boulder	CO	80301	June	1987
953 N. 29 th St.	Milwaukee	WI	53208	July	1990
5936 Palo Pinto	Dallas	TX	75206	July	1993
7022 3 rd Ave.	Kenosha	WI	53143	July	1998
	Charlotte	NC		July	1999
	Four Lakes	NC		July	2001
	Minneapolis	MN		July	2003
2510 Cedarview Dr	Austin	TX	78704	July	2005
3340 Chestnut Drive	Atlanta	GA	30340	July	2009
2553 Broad Avenue	Memphis	TN	38112	July	2011
	Austin	TX		July	2012
423 East Street	Juneau	AK	99801	February	2013

II. Purpose and Services

A. Purpose

The specific purpose of this corporation is to support the professional development of its members as holders of elementary diplomas from teacher training courses accredited by the Association Montessori Internationale (hereinafter AMI), a non-profit educational corporation chartered in the Netherlands, and to support the growth and development in the United States of elementary education meeting the standards of AMI. The means of accomplishing this purpose shall include providing continuing education, support of the training of new teachers, promoting communication and dialogue between teachers, and other support functions deemed necessary by its members. AMI-EAA also shall support AMI and its lead affiliate in the United States (the Association Montessori International of the United States, INC. (AMI-USA), AMI elementary training centers, and other AMI affiliated organizations.

AMI-EAA may engage in curriculum development and research under the direction of its pedagogical advisors.

AMI-EAA shall provide other services of support as needed by the membership and as described in the Policy and Procedure Manual. This shall include encouraging the development of new leadership within the corporation.

B. Services

Consistent with the provisions of Article II of the articles of Incorporation, AMI-EAA shall engage in the following:

1. Summer Conference

The Summer Conference is a gathering/meeting of AMI elementary trained teachers which carries out a variety of programs and presentations that address the development of a teacher's professional abilities, and offers community support within a professional environment. The Summer Conference shall provide lectures and presentations by its members, opportunities for sharing, as well as involving teacher trainers from the various courses as resources for curriculum evaluation, continuing education and supplemental presentations that may not have been given in all courses.

2. Refresher Course

The Refresher Course shall seek to re-engage AMI-trained teachers with the curriculum of the elementary Montessori program. The Refresher Course shall be conducted in accordance with the standards of AMI-EAA and those of AMI. These courses shall be taught by AMI elementary pedagogues, trainers, or

lecturers and shall be comprised of lectures, practicals, discussions, and goings-out.

3. Regional Workshops

Regional Workshops are a form of continuing education and must offer topics which are timely, pertinent, and of high standards. AMI-EAA is committed to offering regional workshops as the need for them dictates.

4. Newsletter

The Newsletter shall provide a vehicle for professional communication and discussion. It shall contain articles which are submitted by, and for, its own membership.

5. Membership Information

The membership handbook or directory shall provide the current list of AMI-EAA members, elementary training centers accredited by AMI, and other relevant names, addresses, and information, and shall be published annually.

III. Board of Directors

A. Composition of the Board

The Board shall comprise (1) the Chair, (2) the Vice-Chair and Treasurer, (3) the Conference Coordinator, (4) the Publications and Communications Coordinator, and (5) the Secretary and Membership Coordinator. The Board members shall also be the officers as described in this Article III.

B. Description of Duties of the Board as a Whole

1. General Duties

Subject to the provisions of the California Non-profit Corporation law and express limitations in the Articles of Incorporation of these Bylaws, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of various specific non-policy activities to committees or other persons, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

2. Specific Objectives

The members of the Board shall work together to serve the membership by implementing the purposes and services as described in the Articles of Incorporation and these Bylaws. The Board is charged with maintaining the functioning of the corporation by making and assisting in decisions for planning conferences, Refresher Courses and workshops; by establishing committees and enlisting the aid of AMI and its affiliates and/or AMI-EAA pedagogues as is necessary; and by attending the Annual Business Meeting. The Board shall promote communication and dialogue between and among teachers, regional representation, and staff. The Board is charged with the responsibility of implementing the precepts in the Articles of Incorporation and maintaining the Policy and Procedure Manual. The Board manages the finances of AMI-EAA. The Board may establish savings and checking accounts in the names of the corporation, may borrow money and incur indebtedness for the purposes of AMI-EAA, and may cause to be executed and delivered, therefore, in the corporation's name, promissory notes, bonds, deeds of trust, mortgages or other evidences of debt and security therefore, as the needs of the corporation may require.

C. Duties of Officers of the Board

1. Chair

The Chair is responsible for the overall coordination of Board activities and also serves as spokesperson for AMI-EAA. The Chair acts as corresponding secretary, prepares agendas for all meetings, presides at all meetings, and represents AMI-EAA to other organizations.

2. Vice-Chair and Treasurer

The Vice-Chair acts as Treasurer of the organization and functions as a Chair in the absence of the Chair.

3. Conference Coordinator

The Conference Coordinator is the Board officer in charge of overseeing the Summer Conference, Refresher Course and Regional Workshops.

4. Publications and Communications Coordinator

The Publications and Communications Coordinator is the Board officer in charge of overseeing the newsletter, electronic communications, and other publications of the organization.

5. Secretary and Membership Coordinator

The Secretary and Membership Coordinator is the Board officer in charge of overseeing membership recruitment and fulfillment, maintaining the membership database, overseeing the storage and use of the archives and taking accurate minutes of all meetings.

D. Terms of Office

1. The term of office for all positions shall be two years, with all positions up for election on odd numbered years.

2. A person shall not serve on the Board for more than three consecutive terms regardless of the position or combination of positions served. After a two year absence from the Board, a person is eligible to return to the Board for three consecutive terms. This may repeat indefinitely.

E. Qualifications for Members of the Board

All members of the Board shall be members in good standing of the corporation and have Montessori elementary teaching experience. Members of the Board shall not be supporting or working for a non-AMI Montessori teacher training course. A person can be considered for nomination, or appointment, to the Board only if he/she meets the above requirements, is a member of the corporation and has been a member of the corporation for at least three of the last five years prior to the date of nomination or appointment.

F. Election of Board members

The following procedures shall be followed concerning the election of Board members:

1. The officer in charge of the election shall be the Chair, unless the Board appoints an alternate to act as the officer in charge of the election.

2. During the summer prior to an election, the Board, acting as Nominating Committee, shall draw up a slate of candidates. Said slate shall be published and additional nominations shall be solicited from the membership no later than three months before the Annual Business Meeting.

3. A person may be nominated for a specified Board position by another member and a second, and all nominations must be submitted in writing to the officer in charge of elections at least one month prior to the Annual Business Meeting.

4. All nominees must meet all qualifications as described in Article III E of these Bylaws and must agree to have their names submitted.

5. Ballots will be distributed to the membership at least one month prior to the Annual Business Meeting.

6. Only people whose names appear on the printed ballot are eligible for election; there shall be no write-in candidates.

7. If only one name has been placed in nomination for a particular Board position by the date of the closing of nominations, that person will be deemed elected to that position and no ballots will be distributed with respect thereto.

8. All ballots must be returned to and received by the officer in charge of elections by a date, determined by the Board, and included on the ballot. Such date shall be prior to the commencement of the Annual Business Meeting.

9. At the commencement of the Annual Business Meeting a member of the AMI-EAA board shall be appointed to open and count the ballots and report the results to the members.

10. The candidate receiving the highest number of votes shall be elected to the Board position for which he or she was nominated.

G. Board Meetings

Meetings of the Board shall occur at least quarterly. Meetings shall occur at a time and place convenient to all Board members. Board members shall be notified and notice of meeting time and place shall occur at least one month prior to the meeting unless all Board members waive this provision. A majority of the Board members shall constitute a quorum. When decisions are made by vote of the Board, the vote shall be carried by a majority of Board members present.

H. Removal of a Board Member

1. For Cause

Cause for removal of any person from the Board shall include (1) non-compliance with the qualifications of an officer, as described in Article III E of these Bylaws, and (2) failure to attend at least two consecutive meetings of the Board. Removal for cause may be effected by majority vote of a quorum of the Board.

2. Without Cause

A Board member may be removed without cause by a majority vote of the Board members.

3. Notification and Replacement

The Board shall notify the membership of this action and shall appoint a successor according to the procedure in Article IIIJ of these Bylaws.

I. Resignation of a Board Member

A Board member's resignation shall be effective upon receipt by the corporation of a letter of resignation unless a later time is specified therein.

J. Replacement of Board Member

In the event that a vacancy arises on the Board, the remaining Board members shall appoint a replacement to serve until the next regular election. This shall include the possibility of redistributing the positions of the remaining Board members prior to appointment if this solution is deemed by the Board to be in the best interest of the organization. This partial term for an appointed officer shall not be considered a full term for consideration of terms that may be served, as specified in Article IIID of these Bylaws.

IV. Finances

A. Membership Dues

Membership dues may be levied as a self tax for operational expenses only. Changes in dues and their dates of implementation must be announced at the Annual Business Meeting.

B. Fundraising

All fundraising activities undertaken by the membership, regions, or committees shall be approved by the Board. Prior to approval, a written proposal and an operations budget must be submitted to the Board.

C. Fiscal Year

The corporation's fiscal year shall be October 1st through the following September 30th. Within four months of the end of the fiscal year, a financial report will be published for the membership.

V. Membership

A. Qualifications

All members of the corporation shall currently be members of AMI, shall hold a valid AMI elementary diploma, and shall have paid their dues, if any, as fixed by the Board.

B. Termination of Existing Memberships

Regular membership shall be renewed upon an annual basis. Membership shall terminate automatically upon a member's resignation or failure to renew the membership. Renewal notice shall be sent to members no later than one month prior to the expiration date of the membership. Following such termination, a person may become a member by meeting the qualifications and paying the dues as described in Article VA of these Bylaws.

C. Transfer of Memberships

Memberships shall be non-transferable.

D. Voting Rights

The following AMI-EAA members are voting members: current dues-paying members, including new graduates; lifetime members; AMI elementary trainers; AMI elementary trainers-in-training. Subject to the provisions of Article III(F) of these Bylaws regarding election of members of the Board, each voting member in good standing shall have one vote.

E. Membership Categories

The board may create other categories of membership as needed, including categories of non-voting members.

VI. Pedagogical Advisors

A. Definition

At least three AMI elementary trainers in good standing with AMI, elected by the AMI-EAA board and mutually acceptable to AMI and AMI-USA, will serve as consultants regarding pedagogical content of AMI-EAA sponsored activities.

B. Terms of Office

The term of office for pedagogical advisors shall be two years, with elections on odd numbered years.

A pedagogical advisor may serve not more than three consecutive terms. After a two year absence, a person is eligible to return as a pedagogical advisor for three consecutive terms. This may repeat indefinitely.

VII. Annual Business Meeting

A. Nature and Business

There shall be an Annual Business Meeting of the members held at a time and place deemed to be convenient to the members. At the Annual Business Meeting, reports of the affairs of the corporation may be considered and other business may be transacted that is within the powers of the members and the corporation.

B. Notice

Members will be notified of the Annual Business Meeting at least 45 days prior to the date of the meeting.

VIII. Voting

A. Quorum of Members

Members present at the Annual Business Meeting are empowered to conduct business for the corporation. At the Annual Business Meeting a quorum of the members shall consist of members physically present. Otherwise a quorum shall consist of a majority of the membership eligible to vote.

B. Approval

Except as otherwise specifically provided in these Bylaws, any matter may be approved by a majority of those present and voting at the Annual Business Meeting or a quorum of members in the case of a determination by mail ballot.

IX. Maintenance and Inspection of Articles, Bylaws and Other Records

A. Articles of Incorporation and Bylaws

The corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and the Bylaws as amended to date, which shall be accessible to members at reasonable times during the business day in light of the nature and resources of the corporation. If the principal executive office is outside the State of California, a board member shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws as amended to date.

B. Other Corporate Records

1. Maintenance

The accounting books, records, and minutes of proceedings of the members and the Board and any committee of the corporation shall be kept at such place or places designated by the Board. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in written or typed form or in any other form capable of being converted into written, typed, or printed form.

2. Inspection

The minutes and accounting books and records shall be open to inspection at any reasonable time during business hours in light of the nature and resources of the corporation on the written demand of any member for a purpose reasonably related to that person's interest as a member. Each Board member shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation.

X. Indemnification of Board and Others

A. Definitions

For the purpose of this article, "agent" means any person who is or was a director, officer, employee, or other agent of the corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include, without limitation, attorney's fees and any expenses of establishing a right to indemnification under paragraph D or paragraph E3 of this Article X.

B. General Indemnification

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under section 5233 of the California Corporations Code, or any action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

C. Special Indemnification

The corporation shall indemnify any person who was or is a party or is threatened, pending, or completed proceeding by or in the right of the corporation to procure a judgment in its favor, or brought under section 5233, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such proceeding if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use under similar circumstances. No indemnification shall be made under this paragraph C:

1. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for the expenses that such court shall determine;
2. Of amounts paid in settling or otherwise disposing of a threatened or pending proceeding, with or without court approval; or
3. Of expenses incurred in defending a threatened or pending proceeding that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

D. Indemnification for Success on the Merits

To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in paragraph B or C or in any defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.

E. Determination of Right to Indemnity

Except as provided in paragraph D, any indemnification under this Article X shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph B or C, by:

1. A majority vote of a quorum consisting of Board members who are not parties to such proceeding;
2. Approval or ratification by the affirmative vote (or written ballot as provided in these Bylaws) of a majority of the votes represented and voting at a duly held membership meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); for such purpose, any membership held by the person to be indemnified shall not be considered outstanding or entitled to vote on the matter; or
3. The court in which such proceeding is or was pending upon application made by the corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

F. Advance on Expenses

Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article X.

G. Other Indemnity Unaffected

Nothing contained in this Article X shall affect any right to indemnification to which persons other than directors and officers of the corporation may be entitled by contract or otherwise.

H. General Prohibition

No indemnification or advance shall be made under this Article X except as provided in paragraph D or subdivision E3, in any circumstances when it appear:

1. That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

2. That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

I. Indemnity Insurance

Upon and in the event of a determination by the Board to purchase indemnity insurance, the corporation may purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such a capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of the Article X provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of California Corporation Code section 5233.

XI. Annual Report

If, when and as required by California Non-profit Corporation Law section 6321 (or any successor thereof), the corporation shall prepare and distribute to its membership an annual report. As of the date of the approval of these Bylaws, such a report is required whenever the corporation's receipts and revenues total \$25,000 or more in its fiscal year.

XII. Amendment of these Bylaws or the Articles of Incorporation

These Bylaws or the Articles of Incorporation may be amended at the Annual Business Meeting as follows:

A. The Board, or any member with a second, may draw up a proposed amendment. Amendments from members must be received by the Board no later than six months prior to the Annual Business Meeting. All amendments shall include an appropriate effective date.

B. The Board will consider the proposed amendment and may propose changes subject to the agreement of the submitters.

C. Members shall be notified of all proposed amendments not less than 60 days prior to the Annual Business Meeting at which they will be considered.

D. Proposed amendments will be read, properly discussed and voted on at the Annual Business Meeting. Non-substantive changes in the amendments (including wording for clarity or consistency and effective date) may be proposed and made at the Annual Business Meeting without prior notification to all members.

E. The proposed amendment shall be adopted if both the Board and membership approve it as provided, respectively, in Articles III G and VIII B of these Bylaws. In the case of an amendment to the Articles of Incorporation it shall be approved by the members as provided in article VIII. In the case of an amendment to the bylaws, it shall be approved by the board and the members as provided in these bylaws.