Title and subtitle

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**UNITED MONTESSORI SCHOOLS OF INDIANA**

**GOVERNANCE BOARD MANUAL**

**INTRODUCTION**

The Board of Directors developed this Governance Manual that is written in accordance with the United Montessori Schools of Indiana (UMSI) Articles of Incorporation and Bylaws (see Appendix A). It serves as a guide to support the Board of Directors, acting on behalf of the organization, to fulfill their duties and responsibilities. This manual is designed to ensure that principles of good and accountable governance are applied by all board members in their dealings with respect to, and on behalf of, the United Montessori Schools of Indiana. The Board of Directors is committed to integrity, accountability, transparency, and responsibility to ensure that good governance is exemplified for the UMSI organization. The power to make, alter, amend, suspend, or repeal the Bylaws is vested in the Board of Directors.

Non-Discrimination Policy…It is the policy of United Montessori Schools of Indiana not to discriminate on the basis of race, color, religion, gender, sexual orientation, veteran status, genetic information, national origin, age, limited English proficiency, or disability in its programs or employment policies as required by the Indiana Civil Rights Law (I.C.22-9-1), Title VII (Civil Rights Act of 1964), the Equal Pay Act of 1973, Title IX (Educational Amendments), the Genetic Information Non-Discrimination Act and Section 504 (Rehabilitation Act of 1973).

**Profile**

United Montessori Schools of Indiana (UMSI) was founded in 2008 by a group of teachers, administrators, and parents who were interested in bringing Montessorians from across the state together to form a united voice. There had long been a need for a statewide organization that would bring together teachers, assistants, administrators, parents and Montessori advocates that represent all sectors of Montessori education in the state. UMSI serves over 60 Montessori schools in the state of Indiana.

UMSI hosts Montessori Fundamentals Training, as well as an annual state Montessori conference. In addition, topical workshops are held throughout the year. UMSI is proud to have played an instrumental role in working with the Indiana Department of Education, which now recognizes Montessori Accreditation Council for Teacher Education (MACTE) teaching credentials as a pathway to earning a state teacher’s license. MACTE is the international standard-setting and accrediting body for Montessori teacher education.

UMSI also has a State Validation Project and works to validate and verify Montessori schools throughout the state that are meeting baseline Montessori standards, which include:

• employing Montessori-credentialed teachers

• having multi-age classrooms

• using 2-3 hour uninterrupted work cycles

• utilizing classrooms that have Montessori-specific materials

(This is determined by experienced verifiers who observe and validate, based on a list of Montessori criteria.)

**Mission Statement**

With integrity, United Montessori Schools of Indiana fosters a community that supports, unifies, and advocates for the advancement of Montessori education.

**Core Values**

**The UMSI Board values:**

**Improvement**

Advocating for the advancement of high-fidelity Montessori education in Indiana; supporting Montessori Schools and educators; expanding strong connections within the Indiana Montessori network, as well as within the wider communities that each school serves

**Innovation**

Providing high quality, valid professional development and training opportunities to strengthen, sustain and raise awareness of Montessori education in Indiana, including all types of schools (public/private/charter)

**Respect and Integrity**

Promoting respect for and adherence to the integrity of the Montessori way as an inclusive, passionate, trustworthy, adaptable, and collaborative learning community

**Social Justice**

Promoting respect and dignity for individuals by striving for equity, accessibility, fairness, and participation in the Montessori community

**Vision Statement**

UMSI envisions a better world through the availability of high-fidelity Montessori education for all children.

**Strategic Plan Overview**

The United Montessori Board of Directors is committed to the Montessori way and to being an advocate for our organization. The board developed a strategic plan and worked diligently to articulate the priorities, goals, and objectives of the organization. The strategic plan is a three-year plan, identifying seven goals. This board is committed to achieving the goals and maintaining a highly functioning and successful organization.

Good leadership is vital in making sure the goals are clear and the timeline followed. Monitoring the progress on an ongoing basis will allow the board to follow its strategic plan, making any necessary adjustments. Board members who are responsible for the seven goals will develop specific tasks, strategies, and means of assessment for each goal. Each board member will keep the full board apprised of progress made or any issues that develop in the fulfillment of the goals. (See Strategic Plan in Appendix B.)

**Board Policies and Procedures**

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It is the responsibility of the Board of Directors to conduct and manage the UMSI organization in accordance with its Articles of Incorporation and Bylaws. The Board of Directors focuses its responsibilities in three areas: A) Ensure the prudent use of all assets, including facility, people, and good will); B) Ensure that the nonprofit’s activities and transactions are, first and foremost, advancing its mission; recognize and disclose conflicts of interest, as well as make decisions that are in the best interest of the nonprofit corporation, not in the best interest of the individual board member (or any other individual or for-profit entity; and C) Ensure that the nonprofit obeys applicable laws and regulations, follows its own Bylaws, and adheres to its stated corporate purposes/mission.

The Board of Directors is the policy-making body of the United Montessori Schools of Indiana. The volunteer board works to fulfill the mission and vision of the organization while remaining fiscally responsible. It is committed to its belief in, support for, and advocacy of a Montessori education.

**Code of Ethics**

Members of the Board of Directors of United Montessori Schools of Indiana are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board of UMSI. Board members pledge to accept this code as a guideline for ethical conduct.

**Accountability**

Directors shall

1. faithfully abide by the Articles of Incorporation, Bylaws and policies of UMSI
2. exercise reasonable care, good faith and due diligence in organizational affairs
3. fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest
4. fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making
5. remain accountable for prudent fiscal management to association members, the board, and the nonprofit sector, and where applicable, to government and funding bodies

**Professional Excellence**

1. Maintain a professional level of courtesy, respect, and objectivity in all UMSI activities
2. UMSI members of the board commit to upholding the highest standards of conduct

**Personal Gain**

1. Exercise the powers invested for the good of all members of the organization rather than for their personal benefit, or that of the organization(s) they represent

**Equal Opportunity**

1. Ensure the right of all association members to appropriate and effective services without discrimination on the basis of geographic, political, religious, or socio-economical characteristics of the state or region represented
2. Ensure the right of all association members to appropriate and effective services without discrimination on the basis of the organization’s volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements

**Confidential Information**

1. Respect the confidentiality of sensitive information known because of board service

**Collaboration and Cooperation**

1. Respect the diversity of opinions as expressed or acted upon by the UMSI board, committees and membership, and formally register dissent as appropriate
2. Promote collaboration, cooperation, and partnership among association members

**Conflict of Interest**

The purpose of the conflict of interest policy is to protect the interest of United Montessori Schools of Indiana of Indiana when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the

Board or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations (see Appendix A, Exhibit A for Conflict of Interest policy).

**Board of Directors**

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**Criteria for Board Membership**

The UMSI Board of Directors consists of no fewer than three and no more than twelve board members. Board members are selected to represent various regions of the state. Also, service on the Board of Directors is a voluntary position, thus no member or officer receives compensation except for reimbursements of reasonable expenses as determined by board policy.

To be considered for election to the board, individuals must meet the following criteria:

* served on an UMSI committee
* attended at least one UMSI regular board meeting
* demonstrated a commitment to attendance and effort in previous UMSI work
* be interested in and committed to the Montessori philosophy
* maintain individual membership

**Terms for Board of Directors**

Directors (Board members) shall hold office for three years or until a successor shall be duly elected and qualified. Directors shall hold office for up to two three-year terms. Directors’ terms shall be stagge red, and one-third of the board members shall be elected each year, except that additional directors/members may be elected to fill vacancies as provided in the Bylaws.

**Term Limits for Directors and Officers**

Any director or officer can be voted to additional applicable terms at the discretion of the board if circumstances so dictate. Any Board member or officer that serves a partial term is eligible to serve two full terms.

**Term Limits for Board President**

A director must serve on the Board for at least one year before being eligible for the Board president position. After completing the term(s) as president, the former Board president may serve on the board for one additional year in order to assist the incoming Board president.

**Responsibilities of Board Members**

Individual members of the Board of Directors are expected to

* know the organization’s mission, policies, programs, and needs
* faithfully read and understand the organization’s financial statements and annually review and approve budget
* approve major actions of the organization
* serve as an active advocate and ambassador for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission
* leverage connections, networks, and resources to develop collective action to achieve the organization’s mission
* prepare for, attend, and conscientiously participate in board meetings
* participate fully on one or more committees

**Board Officers**

The officers of the Board of Directors consist of president, vice president, secretary, treasurer, and such other officers as the board may otherwise elect. The composition of officers reflects those with experience in both public and private sector Montessori communities.

An officer simultaneously may hold more than one (1) office, but no more than two (2). Each officer shall be elected by the Board of Directors from among individuals nominated by the Governance Committee. All officers shall be members of the Board of Directors.

An officer may be removed by the Board of Directors, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

**Board Officers’ Responsibilities**

President: The president shall preside at all meetings of the UMSI Board of Directors and shall be responsible for implementation of policies established by the Board of Directors. The president emphasizes and supports the board’s role in strategic planning and fiduciary responsibilities; helps guide and mediate board actions with respect to organizational priorities and governance concerns; recommends creation and composition of the board committees along with recommendation of committee chair; and assists in the recruitment for board and committee members. The president, along with the Governance Committee, annually evaluates the performance of the Executive Director. The president shall perform such other duties as the Board of Directors may prescribe.

Vice President: In the absence of the president, or in the event of the president’s inability or refusal to serve, the vice president shall perform all the duties of the president, and when so acting, shall have all the powers and authority of the president. The vice president shall perform such other duties as the Board of Directors or president may prescribe.

Secretary: The secretary shall be the custodian of all papers, books, and records of UMSI other than books of account and financial records. The secretary shall prepare and enter in the records the minutes of all meetings of the Board of Directors. The secretary shall authenticate records of the board as necessary. The secretary shall perform such other duties as the Board of Directors or president may prescribe.

Treasurer: The treasurer shall prepare and maintain correct and complete records of account, showing accurately the financial condition of UMSI, and deliver a financial report at each meeting. All notes, securities, and other assets coming into the possession of the organization shall be received, accounted for, and placed in safekeeping as the treasurer may from time to time prescribe. The treasurer shall furnish, whenever requested by the Board of Directors or the president, a statement of the financial condition of UMSI and shall perform the duties usual to such position and such other duties as the Board of Directors or president may prescribe.

**Executive Director**

The Executive Director is responsible for the day-to-day operation and management of UMSI. The Executive Director shall perform such other duties as the Board of Directors or president may prescribe. The Executive Director is responsible to the board and participates in Board of Directors’ meetings as a non-voting member of the board. The board’s authority with relationship to the Executive Director shall be exercised by and through the president of the Board. Communication shall be directed through the Board president and Executive Director.

**Evaluating Executive Director**

The Board of Directors conducts an annual assessment of the Executive Director.

The Governance Committee (with input from the Board of Directors) determines the standards and assessment tool to be used in the evaluation process.

**Board Operations**

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**Board Meetings**

The Board of Directors shall hold regular meetings every other month, one of which is the Annual Meeting, as fixed by the Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Board of Directors. A closed session meeting will be held prior to the regular meeting. The regular meeting is open to the public. One regular meeting each year shall be designated the Annual Meeting for the purpose of electing directors. Date, time, place and focus of regular meetings of the Board of Directors will be published at least one month in advance on the United Montessori Schools of Indiana website.

The Board of Directors may hold special meetings for any lawful purpose as described in the Bylaws, upon call by the president of the Board, or 2/3 of members of the Board of Directors. A special meeting shall be held at such date, time, and place within or without the state of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

The date, time, and place of a meeting of the Board of Directors shall be communicated, by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the meeting.

**Conduct of Board Meetings**

* Meetings start and end on time
* A printed agenda is emailed to board members prior to the scheduled meeting
* Meetings follow scheduled time limits
* The treasurer presents a financial report at each monthly meeting
* The secretary takes minutes and provides Board members with minutes within one week following the board meeting
* The Board of Directors, or a committee, may participate in a regular or special meeting via video conferencing or other electronic means

**Removal, Resignation, and Vacancies**

An officer/director may be removed from office at any time, with or without cause, by two-thirds (2/3) vote of the directors. An officer/director may be removed from office immediately upon missing two consecutive board meetings in any period of twelve (12) full months.

An officer/director may resign at any time by providing a written notice to the president, the secretary, or the Board of Directors. Such resignation will take effect at the time specified or at the time of its receipt. The acceptance of a resignation shall not be necessary to make it effective.

A vacancy on the Board of Directors shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

**Recruiting & Orienting Board Members**

The Governance Committee will consider and assess potential board members. Upon completion of the process, the committee will formally nominate new board members at a regular meeting prior to the Annual Meeting or the regular meeting at which a vacancy will be filled.

The Governance Committee will use the Board Recruiting Matrix, designed by the committee, to assist them in recruiting potential candidates. The Board Recruiting Matrix identifies specific skills and characteristics, areas of expertise and knowledge expected of new members. (See Appendix C for Board Recruiting Matrix.)

The Governance Committee will ensure that new Board members will receive orientation and be provided a copy of the Governance Board Manual which addresses the roles, responsibilities, and expectations of all Board members. (See Appendix D for current Board members.)

**Committee Descriptions and Members**

An agenda is prepared for each committee meeting held, and minutes are taken. Committee chairs provide a report during the regularly held board meetings. (For committee descriptions, responsibilities, and members see Appendix A.)

**Finances and Fundraising**

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**Financial Management**

The Board of Directors is responsible for putting in place appropriate systems and procedures to ensure that the financial resources including grants of UMSI are managed efficiently, in a transparent manner, and in compliance with state and federal law. The Board of Directors establishes the financial policies regarding accounting practices, budgeting, expenditures and internal controls. All contracts and expenditures, checks, loans, deposits, and gifts by or on behalf of UMSI must be reviewed and approved by the Board of Directors in accordance with the Bylaws (see Appendix A). The Treasurer provides financial and accounting reports to the Board of Directors at each regular meeting.

**Annual Budgets**

Beginning in 2024, an annual budget will be prepared by the Finance Committee and a draft will be submitted for a first reading at the March board meeting. A second reading and vote will occur at the May board meeting. Budgets must be approved by the full board. Additional readings/revisions may be completed by email as needed. Annual budgets take effect July 1 of each year. The Treasurer will disseminate a financial report that includes real expenses and income and compares this to the budgeted/expected numbers, asking for board discussion of financial issues as needed.

**Expenditures**

Committees may be designated funds in the annual budget through approval by the Board. Committees may use these designated funds for expenses in alignment with the committee charter with approval of each expense by the full committee. Committees must include any expenditures in their subsequent board meeting report to the full Board.

APPENDICES

A. **Articles of Incorporation and Bylaws**

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

Articles of Incorporation of United Montessori Schools, Inc. were filed by the incorporator, Robin Fowler, 11340 E. 200 S, Zionsville, IN 46077 on September 4, 2008, to form a corporation pursuant to the provisions of the Indiana Nonprofit Corporations Act of 1991. These Amended and Restated Articles of Incorporation were adopted on May 7, 2011.

# ARTICLE 1

# Name and Principle Office

## 1.1 The name of this corporation (the "Corporation") is United Montessori Schools of Indiana, Inc.

## 1.2 The address of the principal office of the Corporation is:

## 9921 Niagara Drive Fishers, IN 46038

# ARTICLE 2 Purposes and Objectives

## 2.1 The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## 2.2 The Bylaws may set forth more specific objectives that are consistent with the purposes set forth in this section, including objectives related to the support of Montessori schools in Indiana.

# ARTICLE 3 Type of Corporation

## 3.1 This Corporation is a public benefit corporation, as defined in the Act.

# ARTICLE 4 Registered Agent and Registered Office

## 4.1 The name of the registered agent and the address of the registered office are:

## Sandra Strantz 9921 Niagara Dr. Fishers, In 46037

# ARTICLE 5 Membership

## 5.1 The Corporation has no members.

# ARTICLE 6 Distribution of Assets on Dissolution or Final Liquidation

## 6.1 Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed

### 6.1.1 for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; or

### 6.1.2 to the federal government, or to a state or local government, for a public purpose.

## 6.2 Such distribution shall be made in accordance with all applicable provisions of the laws of this state, including the Act.

## 6.3 To the maximum extent practicable while remaining consistent with Sections 6.1 and 6.2, the remaining assets shall be distributed for a purpose consistent with the specific objectives set forth in the Corporation’s Bylaws.

## ARTICLE 7 Powers

## 7.1 The Corporation has all the powers permitted under the Indiana Nonprofit Corporations Act of 1991 except as set forth in Article 8.

# ARTICLE 8 Limitations and Restrictions

## 8.1 Despite any other provision of these Articles of Incorporation,

### 8.1.1 no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

### 8.1.2 The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### 8.1.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (if any), directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which the Corporation is organized.

### 8.1.4 In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (i) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (iv) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

This instrument was prepared by:

Michael Ray Smith

Attorney #17562-49

Smith Rayl Law Office, LLC

11650 Lantern Rd., Ste. 119

Fishers, IN 46038

**Amended 10/18/20**

**AMENDED AND RESTATED BYLAWS**

**OF**

**UNITED MONTESSORI SCHOOLS OF INDIANA, INC.**

ARTICLE I

General

Section 1. Name. The name of the corporation is United Montessori Schools of Indiana, Inc. (the “Corporation”).

Section 2. Registered Office and Registered Agent. The address of the Corporation’s registered office at the time of adoption of these Bylaws is 4411 North Park Avenue; Indianapolis, IN 46205. The registered agent in charge of the registered office at the time of adoption of these Bylaws is Mark Nardo.

Section 3. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

Section 4. Vision. The United Montessori Schools of Indiana envisions a better world through the availability of high-fidelity Montessori education for all children.

Section 5. Mission. With integrity, United Montessori Schools of Indiana fosters

a community that supports, unifies and advocates for advancement of Montessori education.

ARTICLE II

Members

The Corporation shall have no members. The Corporation may, however, identify as “members” those individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Corporation. Such designation shall carry no legal significance for corporate law purposes and shall not entitle such individuals, corporations, associations, or organizations to any vote on Corporation matters or to notice of, or attendance at, meetings of the Corporation.

ARTICLE III

Board of Directors

Section 1. Directors: The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Corporation’s Amended and Restated Articles of Incorporation (the “Articles”) and these Bylaws. The Board of Directors will have at least three (3) and no more than twelve (12) members. The Board of Directors should be composed of members from various regions of the state. To be eligible to be nominated to the Board of Directors, one must have volunteered for the work of the organization (eg. annual conference, committee work, etc.), have attended an open Board of Directors meeting, demonstrated effort and commitment to attendance in previous UMSI work, and shown interest in and commitment to the Montessori philosophy.

All members of the Board of Directors share the following three duties: 1) Duty of Care: Take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and good will; 2) Duty of Loyalty: Ensure that the nonprofit's activities and transactions are, first and foremost, advancing its mission; recognize and disclose conflicts of interest; make decisions that are in the best interest of the nonprofit corporation, not in the best interest of the individual board member (or any other individual or for-profit entity; and 3) Duty of Obedience: Ensure that the nonprofit obeys applicable laws and regulations; follows its own Bylaws; and adheres to its stated corporate purposes/mission.

Individual members of the Board of Directors are expected to:

* know the organization’s mission, policies, programs, and needs
* faithfully read and understand the organization’s financial statements
* serve as active advocates and ambassadors for the organization and fully engage in identifying and securing the financial resources and partnerships necessary for the organization to advance its mission
* leverage connections, networks, and resources to develop collective action to fully achieve the organization’s mission
* prepare for, attend, and conscientiously participate in Board meetings
* participate fully in one or more committees

Directors and officers shall serve without compensation except for the reimbursement of reasonable expenses incurred on behalf of the Corporation. At the discretion of the Board of Directors, and upon the prior approval of the Treasurer, a director may be paid reasonable compensation for services rendered to the Corporation in any capacity other than as a director.

Section 2. Terms: Directors (members) shall hold office for a term of three years, and may be elected for one additional term or until a successor shall have been duly elected and qualified. Directors’ terms shall be staggered, and one-third of the membeannualrs shall be elected each year, except that additional directors/members may be elected to fill vacancies as provided in the Governance Manual.

Terms begin on January 1 after the Annual Meeting at which the director is elected or re-elected, except that a member may continue to serve until his or her successor is elected. A director elected to fill a vacancy, whether the vacancy occurs as a result of the resignation, removal, or death of a director or as a result of an increase in the number of directors, shall serve a partial term to expire at the end of the next Annual Meeting.

Section 3. Quorum and Approval of Actions. A majority of directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Unless otherwise provided in the Articles or these Bylaws, the approval of a majority of the directors present at a meeting or via electronic vote, at which a quorum is present, shall be the act of the Board of Directors.

Section 4. Regular Meetings; Annual Meeting. The Board of Directors shall hold regular meetings every other month, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation’s Board of Directors. Date, time, place and focus of regular meetings of the Board of Directors will be published at least one month in advance on the United Montessori Schools of Indiana website. One regular meeting each year shall be designated the Annual Meeting for the purpose of electing directors.

Section 5. Special Meetings. Notwithstanding the immediately preceding provisions for regular meetings, the Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days’ notice, as described in these Bylaws, upon call by the president of the Corporation or by not less than 2/3 of members of the Board of Directors. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.  
 Section 6. Notice of Meetings. Where required, oral, electronic/digital communication, or written notice of the date, time, and place of a meeting of the Board of Directors shall be delivered by the secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least two (2) days before the date of the meeting. The notice need not describe the purpose of the meeting.

Section 7. Waiver of Notice. Notice of a meeting may be waived in writing, signed by the director entitled to notice and filed with the minutes or the corporate records. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the director objects to considering the matter when the matter is presented.

Section 8. Means of Communication. The Board of Directors, or a committee thereof, may (a) permit a director or a committee member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication by which all directors or committee members participating may simultaneously hear each other during the meeting. A director or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is affirmed by each director or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member affirms the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section 9 shall have the effect of approval at a meeting and may be described as such in any document. Any decisions made outside of a structured Board of Directors meeting should be captured in the meeting minutes at the NEXT regularly scheduled meeting.

Section 10. Removal, Resignation, and Vacancies. An officer/director may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office. Additionally, an officer/director automatically may be removed from office immediately upon missing two consecutive Board meetings in any period of twelve (12) full months.

An officer/director may resign at any time by delivering written notice to the president, the secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the president, the secretary, or the Board of Directors. The acceptance of a resignation shall not be necessary to make it effective.  
 A vacancy on the Board of Directors, whether created by removal or resignation, shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated. The person is then eligible to serve up to two full terms.

ARTICLE IV

Officers

Section 1. In General: The Officers of the Corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers as the Board of Directors may otherwise elect. The composition of officers should reflect those with experience in both public and private sector Montessori communities. An officer simultaneously may hold more than one (1) office, but no more than two (2). Each officer will be elected by the Board of Directors from a slate of individuals nominated by the Governance Committee and shall serve for three (3) years, and may be re-elected for a second term, or such other period as prescribed by the Board at the time of such election, or until the officer’s successor is elected. All officers shall be members of the Board of Directors. An officer may be removed by the Board of Directors, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated. No officer shall receive compensation for any service rendered to the Corporation in his or her capacity as an officer, other than reimbursement of actual and reasonable expenses incurred on behalf of the Corporation.

Section 2. President: The president shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The president shall perform other duties as outlined in the Board Manual and as the Board of Directors may prescribe.

Section 3. Vice President: In the absence of the president, or in the event of the president’s inability or refusal to serve, the vice president shall perform all the duties of the president, and when so acting, shall have all the powers and authority of the president. The vice president shall perform such other duties as the Board of Directors or president may prescribe.

Section 4. Secretary: The secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The secretary shall prepare and enter in the records the minutes of all meetings of the Board of Directors. The secretary shall authenticate records of the Corporation as necessary. The secretary shall perform such other duties as the Board of Directors or president may prescribe.

Section 5. Treasurer: The treasurer shall prepare and maintain correct and complete records of account, showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the treasurer may from time to time prescribe. The treasurer shall furnish, whenever requested by the Board of Directors or the president, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or president may prescribe. Section 6. Other Officers: Each other officer of the Corporation shall perform such duties as the Board of Directors or president may prescribe.

ARTICLE V

Executive Director

The Board of Directors may employ or otherwise engage an Executive Director of the Corporation, who may be known by such title or such other title as the Board of Directors may from time to time select. The Executive Director shall maintain responsibility for the day-to-day operation and management of the Corporation. The Executive Director shall perform such other duties as the Board of Directors or president may prescribe. The Executive Director is the only staff person who has sole responsibility to the Board. The Executive Director participates in Board of Directors meetings as a non-voting member of the Board. The Board’s authority with relationship to the Executive Director shall be exercised by and through the president of the Board. Communication shall be directed through the Board president and Executive Director.

ARTICLE VI

Committees

Section 1. Executive Committee: The officers of the Corporation shall constitute an Executive Committee which, to the extent consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation’s affairs during intervals between the meetings of the Board of Directors. The Executive Committee ensures the ethical, financial, and overall health of the Corporation. The Executive Committee is responsible for the evaluation of the Executive Director. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Other Committees: In addition to the Executive Committee there shall be a Governance Committee and such other committees as the Board of Directors from time to time deems necessary for the accomplishment of the Corporation’s goals and the execution of the Corporation’s programs and projects. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. With exception of the Governance and Executive Committees that should solely be comprised of members of Board of Directors, members of such committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors with or without cause.

ARTICLE VII

Conflicts of Interest

Section 1. The Board of Directors shall implement and administer the Corporation’s Conflict of Interest Policy, which is set forth in Exhibit A to these Bylaws.

Section 2. Validity of Actions. Contracts, transactions, resolutions, and other actions by the Board of Directors or by other authorized bodies of individuals on behalf of the Corporation that constitute a conflict of interest or that violate the conflict of interest provisions set forth in these Bylaws shall not be void or voidable because of that conflict or violation, but shall be effective to the fullest extent permitted by applicable law or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future conduct.

ARTICLE VIII  
Indemnification

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereto or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VIII to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person’s official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that his or her conduct was lawful (or no reasonable cause to believe that such conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VIII.

Section 2. Definitions.

1. As used in this Article VIII, the terms “claim, action, suit, or proceeding” shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation, or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation;

1. By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation; or

(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

1. As used in this Article VIII, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
2. As used in this Article VIII, the term “wholly successful” shall mean:

(i) Termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her;

(ii) Approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or

(iii) The expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article VIII and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VIII shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VIII, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation’s liabilities and obligations under this Article VIII and insurance protecting the Corporation’s directors, officers, employees, agents, or other persons.

ARTICLE IX

Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts and Expenditures. The Board of Directors may authorize one (1) or more directors, officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no director, officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount. All funding requests outside of those budgeted items that are determined and agreed upon by the Board of Directors will be made utilizing the specified form and must be approved by the Board of Directors.

Section 2. Checks. All checks, drafts, or other orders for the payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such banks or other depositories as the Board of Directors may designate. Such designation may be general or confined to specific instances.

Section 5. Expenditures. All Board of Directors and committee expenditures must be documented by a receipt to be submitted to the treasurer.

Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, grant, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

Section 7. Disbanding of the Organization. If the Corporation Board of Directors decided to disband the organization, the existing checking and savings account balance will be donated to a charity or nonprofit that is determined by the existing Board of Directors through a majority vote.

ARTICLE X

Amendments

The power to make, alter, amend, suspend, or repeal the Bylaws is vested in the Board of Directors of the Corporation.

**EXHIBIT A**

**CONFLICT OF INTEREST POLICY**

**ARTICLE 1 Purpose**

The purpose of the conflict of interest policy is to protect the interest of United Montessori Schools, Inc. (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**ARTICLE 2 Definitions**

2.1 Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

2.2.1 An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement

2.2.2 A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

2.2.3 A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**ARTICLE 3 Disclosures**

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement

3.2 Determining whether a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for addressing the conflict of interest.

3.3.1 An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

3.3.2 The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3.3.3 After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

3.3.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflict of Interest Policy.

3.4.1 If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

3.4.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE 4 Records of Proceedings**

4.1 The minutes of the governing board and all committees with board delegated powers shall contain the following:

4.1.1 The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

4.1.2 The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE 5 Compensation**

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**ARTICLE 6 Annual Statements**

6.1 Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

6.1.1 Has received a copy of the Conflict of Interest Policy;

6.1.2 Has read and understands the policy;

6.1.3 Has agreed to comply with the policy; and

6.1.4 Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**ARTICLE 7 Periodic Reviews**

7.1 To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

7.1.1 Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

7.1.2 Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE 8 Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**B. Strategic Plan**

**UNITED MONTESSORI SCHOOLS OF INDIANA**

**STRATEGIC PLAN**

**February 3, 2020**

The United Montessori Board of Directors is committed to the Montessori way and to being an advocate for our organization. The entire Board approved the development of this Strategic Plan and worked diligently to articulate the priorities, goals, and objectives of the organization. This Strategic Plan is a three-year plan, identifying seven goals. It is the desire of the Board to have the flexibility to make any needed changes as it monitors completion of the goals outlined. This Board is committed to achieving the goals and maintaining a highly functioning and successful organization.

**Profile**

United Montessori Schools of Indiana (UMSI) was founded in 2008 by a group of teachers, administrators, and parents who were interested in bringing Montessorians from across the state together to form a united voice. There had long been a need for a statewide organization that would bring together teachers, assistants, administrators, and parents that represent all sectors of Montessori education in the state. UMSI serves over 60 Montessori schools in the state of Indiana, and that number continues to grow.

The Board of Directors is the policy-making body of the United Montessori Schools of Indiana. The volunteer Board works to fulfill the mission and vision of the organization while remaining fiscally responsible, and it is committed to its belief in, support for, and advocacy of a Montessori education.

UMSI hosts Montessori Fundamentals Training, as well as an annual state Montessori conference. In addition, subject-specific workshops are held throughout the year. UMSI is proud to have played an instrumental role in working with the Indiana Department of Education, which now recognizes Montessori Accreditation Council for Teacher Education (MACTE) teaching credential as a pathway to earning a state teacher’s license. MACTE is the international standard-setting and accrediting body for Montessori teacher education.

UMSI also has a State Validation Project and works to validate and verify Montessori schools throughout the state that are meeting baseline Montessori standards, which include:

• employing Montessori-credentialed teachers

• having multi-age classrooms

• using 2-3 hour uninterrupted work cycles

• utilizing classrooms that have Montessori-specific materials

(This is determined by experienced verifiers who observe and verify, based on a list of Montessori criteria.)

**Mission Statement**

With integrity, United Montessori Schools of Indiana fosters a community that supports, unifies, and advocates for the advancement of Montessori education.

**Core Values**

**The UMSI Board values:**

**Improvement**

Advocating for the advancement of high-fidelity Montessori education in Indiana; supporting Montessori Schools and educators; expanding strong connections within the Indiana Montessori network, as well as within the wider communities that each school serves

**Innovation**

Providing high quality, valid professional development and training opportunities to strengthen, sustain and raise awareness of Montessori education in Indiana, including all types of schools (public/private/charter)

**Respect and Integrity**

Promoting respect for and adherence to the integrity of the Montessori way as an inclusive, passionate, trustworthy, adaptable, and collaborative learning community

**Social Justice**

Promoting respect and dignity for individuals by striving for equity, fairness, and participation in the Montessori community

**Vision Statement**

A better world through the availability of high-fidelity Montessori education for all children

**UMSI SWOT Analysis**

The UMSI Board of Directors conducted a SWOT Analysis that helped the Board examine its current situation and, more importantly, helped to put the focus on the future. The Board examined its priorities and clarified its goals and objectives. It analyzed the internal factors (strength and weaknesses) and the external factors (opportunities and threats). Seeing the connections between the two helped the Board design strategy to ensure success in achieving its goals and timeline.

**Goals and Timeline**

Good leadership is vital in making sure the goals are clear and the timeline followed. Monitoring the progress on an ongoing basis will allow the Board to follow its plan, making any necessary adjustments. Board members who are responsible for the seven goals will develop specific tasks, strategies, and means of assessment for each goal. Each Board member will keep the full Board apprised of progress made or any issues that develop in the fulfillment of the goals.

The table on the following page shows the goals, action plans, target dates, and person(s) responsible for monitoring, assessing, and completing each goal. At the bottom of the table is a place for ongoing status of the goals. A separate page will be needed to update the status going forward.

| **GOAL** | **ACTION** | **TARGET DATE** | **WHO IS RESPONSIBLE** |
| --- | --- | --- | --- |
| **Grant Funding**  -operations  -conference  -board development  (AMS, MPPI, AIMS, CMS) | Secure funding to support permanent Executive Director position |  | Jamie Sellhorn  Carolyn Case  Nancy Bradtmiller |
| Apply for IYI Professional Development Grants for 1-2 board members |
| Research grants (with assistance from IYI) and identify good fit | 12/1/2019 |
| Form Grant Committee (recruit new members) | 1/1/2020 |
| Seek other good-fit grants (conference, operations, professional development) | 3/1/2020 |
| Apply for specific grants | Timeline to be determined |
| **Board liability insurance policy** | Research and purchase board liability insurance policy | 1/1/2020 | Jamie Sellhorn |
| **Social Justice, Racial Equity**  Collect and publish (on website) data on the impact of Montessori education on students of color | Collect and send research to Executive Director  Publish research on website  Get involved with organization: Montessori for Social Justice Conference in MN | January 2020 | Jamie Sellhorn  Invite Greta McKinney |
| **Annual Budget** | Purchase Quickbooks  Form Finance Committee  Review past expenses and revenues  Collect data for projections  Create draft budget  Present draft budget to board | April 2020 | Kathy Lause |
| **Membership/Regional** | Contact schools in two regions, N (South Bend) and S (Evansville and New Albany); gain four active participants for UMSI  Request suggestions on needs from contacted schools (ex. Mixer, Make n Take, Doc Screening)  Identify and build personal relationships with “point” persons  Hold events | December 2020 | Tara Franke |
| **Advocacy:** FSSA, IDOE  Promotion of Montessori values and viability | Contact one state official; improve outreach in Indiana (MACTE, MPPI, IDOE, FSSA, AMS); solve current licensing definitions | November 2020  This is an ongoing goal/action plan | Vyju Kadambi  Jessica Davis  Ines Oldenburg  Tiffany Fennig |
| **Board Governance:**  Create Board Handbook | Research templates to include succession, committee structure, and ways to onboard new members  Create Governance Committee | January 2021 | Mark Nardo  Vyju Kadambi  Jessica Davis |

| **Grant Funding** | **Board liability insurance policy** | **Social Justice, Racial Equity** | **Annual Budget** | **Membership/Regional** | **Advocacy** | **Board Governance** |
| --- | --- | --- | --- | --- | --- | --- |
| **Status:** | **Status:** | **Status:** | **Status:** | **Status:** | **Status:** | **Status:** |

The UMSI Board of Directors and Carolyn Case, Executive Director, worked together to develop this Strategic Plan.

The UMSI Board of Directors:

Board President, Mark Nardo

Nancy Bradtmiller, Board Member

Jessica Davis, Secretary

Tiffany Fennig, Board Member

Tara FrankeBoard Member

Vyju Kadambi, Vice President

Kathy Lause, Treasurer

Jamie Sellhorn, Board Member

Ines Oldenburg, Board Member

Erika Eicholz, Board Member

| **C. Board Matrix**  CURRENT BOARD MEMBER COMPETENCY & RECRUITING MATRIX | #1 | #2 | #3 | #4 | #5 | Potential Board Member | Potential Board Member |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **Diversity** |  |  |  |  |  |  |  |
| Age |  |  |  |  |  |  |  |
| Gender identity |  |  |  |  |  |  |  |
| Geography (Location) |  |  |  |  |  |  |  |
| Race/Ethnicity |  |  |  |  |  |  |  |
| **Knowledge and Expertise** |  |  |  |  |  |  |  |
| Governing experience |  |  |  |  |  |  |  |
| Strong financial literacy |  |  |  |  |  |  |  |
| Legal experience |  |  |  |  |  |  |  |
| Personnel experience |  |  |  |  |  |  |  |
| Accounting/financial experience |  |  |  |  |  |  |  |
| Liability management experience |  |  |  |  |  |  |  |
| Public relations/media experience |  |  |  |  |  |  |  |
| Strategic Planning |  |  |  |  |  |  |  |
| Montessori curriculum expertise: (Infant/Toddler, Early Childhood, Elementary, Secondary, Administration) |  |  |  |  |  |  |  |
| **Specialized Knowledge** |  |  |  |  |  |  |  |
| Government/Public Policy knowledge |  |  |  |  |  |  |  |
| Community/stakeholder relations knowledge |  |  |  |  |  |  |  |
| Fundraising/grant writing |  |  |  |  |  |  |  |
| Advocacy |  |  |  |  |  |  |  |
| **Personal Effectiveness Skills** |  |  |  |  |  |  |  |
| Leadership skills/motivator |  |  |  |  |  |  |  |
| Team oriented/collaborator |  |  |  |  |  |  |  |
| Willing and available to commit time and effort to do the job |  |  |  |  |  |  |  |
| Strategic thinking and planning skills |  |  |  |  |  |  |  |
| Understanding of mission, vision, values |  |  |  |  |  |  |  |
| Using data, problem solving skills |  |  |  |  |  |  |  |
| Enthusiastic and upbeat |  |  |  |  |  |  |  |
| Ethical and trustworthy |  |  |  |  |  |  |  |
| Accurate reporting, transparency |  |  |  |  |  |  |  |
| Resources--fundraising involvement |  |  |  |  |  |  |  |
| Capacity to give |  |  |  |  |  |  |  |
| Access to funders and/or donors |  |  |  |  |  |  |  |
| Fundraising experience/grant writing experience |  |  |  |  |  |  |  |
| Willing to learn/interested in training |  |  |  |  |  |  |  |
| Available for active participation |  |  |  |  |  |  |  |

**D. Current Board Members**

**Board Members**

**Mark Nardo, Board President**

​Principal, George Washington Carver Montessori School #87   
Indianapolis, IN

**Vyju Kadambi, Vice President**

Assistant Principal, Shining Star Montessori Academy, PCS

Washington, D.C.

# Tara Franke, Board MemberBoard Member

Admissions Director, Northside Montessori School

Indianapolis, IN

# Jessica Davis, Secretary

Assistant Head of School, Bloomington Montessori School

Bloomington, IN

# Kathy Lause, Treasurer

Principal, Rousseau McClellan Montessori School #91

Indianapolis, IN

**Nancy Bradtmiller, Board Member**

Teacher, Oak Farm Montessori School

Avilla, IN

# Erika Eicholz, Board Member

Teacher, Montessori School of Westfield

Westfield, IN

# Tiffany Fennig, Board Member

Lower Elementary Teacher, Oak Farm Montessori  
Avilla, IN

# Ines Oldenburg, Board Member

Teacher, Oak Farm Montessori School

Avilla, IN

**Jamie Sellhorn, Board Member**

Teacher, Trainer and Field Consultant, Center for Guided Montessori Studies

Indianapolis, IN

# Carolyn Case, Executive Director

# United Montessori Schools of Indiana

Noblesville, IN