

BY-LAWS OF
THE CHILD CARE CENTER IN NORWICH, INC.

ARTICLE I - NAME

The name of the corporation shall be "The Child Care Center in Norwich, Inc."

ARTICLE II - PURPOSE

The purpose of this non-profit corporation shall be to plan for and operate one child care center and school to be located at Norwich, VT, or at a location as determined by the Board of Directors, for the quality care and education of children. The corporation is not organized for the pecuniary profit of its directors, officers, or members, nor may any of its net income, after operation expenses of all kinds, inure to the benefit of any director, officer, or member and any balance of money or assets remaining after the full payment of corporate obligations of all and any kind shall be devoted solely to the charitable, educational purposes of this corporation; or in the event of dissolution of this corporation, said remaining money or assets shall be dedicated to charitable or educational institutions.

This corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Code of 1954 (or the corresponding sections of future United States Internal Revenue Law), or (b) by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law).

This corporation shall not discriminate on the basis of age, race, religion, gender or national origin, veteran status, sexual orientation, or disability either in its hiring of personnel, volunteer participation, admissions policies, or in the administration of its scholarship programs and all other rights and privileges accorded to the children enrolled."

The Corporation may acquire by purchase, gift, devise, bequest, lease, or otherwise own, hold, use, maintain, improve, operate, post for bail, and to sell, lease, and otherwise dispose of real and personal property, and to do everything necessary and proper to the conduct of said purposes, including the power to borrow funds and to mortgage and to do any legal act or thing to carry out any activities or transact business necessary, related to include to the aforesaid purposes.

ARTICLE III - MEMBERS

Membership of the corporation shall include all parents of children served by the corporation and all regular full time and part time staff and members of Board and Board Committees of the corporation. A list of members shall be kept by The Child Care Center in Norwich, Inc. Director, with their names and addresses. The Director shall make available to all current and new members of the corporation a written summary of their rights and privileges as members and a copy of the current by-laws of the corporation.

ARTICLE IV - GENERAL MEETINGS OF THE CORPORATION

Section 1: General Meeting

There shall be general meetings of the corporation at such time and place designated by the Board of Directors. An annual meeting shall be held during the fourth quarter of the fiscal year (April, May, June).

Section 2: Jurisdiction

General meetings may consider any issues pertaining to the affairs of the corporation. The Board of Directors may call a special meeting of the Corporation at its discretion.

Section 3: Quorum

At a general meeting of the Corporation, a quorum shall consist of ten members of the corporation, including at least two members of the staff, two members of the board and two parents.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Duties

The Board of Directors shall be the final decision-making body for The Child Care Center in Norwich, Inc., and shall be responsible for:

- a. Appointment, review and dismissal of the Director;
 - b. Organizing regular meetings, normally once a month for the purpose of establishing basic policies, and oversee the general affairs of the Corporation;
 - c. Receiving regular reports from the Director and Staff regarding the routine operations of The Child Care Center in Norwich, Inc.,
- and
- d. Encouraging parent participation by communicating with the families they represent on a periodic basis.

Section 2: Composition

The Board of Directors shall consist of a maximum of twenty (20) positions; fifteen (15) members being parents of children enrolled in programs of The Child Care Center, Inc.; two (2) staff members representing staff of The Child Care Center, Inc.; and up to three (3) members representing the community at large. Each representative shall have one vote. The Director of The Child Care Center, Inc. shall serve on the Board of Directors ex-officio, without a vote.

Section 3: Election and Term of Office

- a. Representatives/members of the Board of Directors will serve for a period of two (2) years. Members of the Board will serve for a period of two (2) years, with terms of office staggered so that no more than 60% of the Board will normally be elected in one year (leaving aside vacancies due to resignation). Elections will be held at the Annual Meeting to select representatives to fill expiring terms. Vacancies due to resignation may be filled by Board appointment, to complete the term of the vacated member. The Director may not serve as a staff representative on the Board of Directors, since s/he will participate ex-officio on the Board.

- b. Nominating Committee: a nominating committee made up of Board members shall propose a slate of new members each year. Other corporation members may nominate other candidates by notifying the Board president in writing no later than one week prior to the annual Meeting.

Section 4: Quorum

At Board meetings a quorum shall consist of a simple majority of current board members, including one (1) staff.

Section 5: Officers

No later than the next regular meeting following the Annual Meeting the Board shall elect it's officers. The officers of the Board of Directors shall consist of a President, Vice-President, Secretary and Treasurer.

- a. President. The President **shall** preside at all meetings of the Board of Directors, setting a time, date, place, and agenda in consultation with the Director or the meeting with the approval of other members of the Board of Directors. The Director will follow notification procedures as stated in ARTICLE X.
- b. Vice-President In the absence of the President, the Vice-President will assume the duties of the President.
- c. Secretary. The Secretary shall keep minutes of meetings, and shall furnish copies of it on request. The Secretary shall conduct the correspondence of the corporation.
- d. Treasurer. The Treasurer shall oversee the care and have custody of the funds of the corporation and may draw checks in payment of its obligation subject to the instructions of the Board of Directors. The Treasurer shall present monthly financial statements to the Board at its regular meeting. All funds shall be deposited in such depositories as may be indicated by the Board of Directors, and subjected to an annual review.

Section 6: Meetings

The Board of Directors normally meets at least once a month and at such times considered necessary by the President. Meetings of the Board, when not in Executive Session, are open to all members of the corporation, and all in attendance may speak, but only Board members may vote. At the discretion of the President, an Executive Session may be called to discuss personnel issues and other matters requiring confidentiality.

If a Board member misses three (3) meetings within a year, the President will contact that member to clarify their commitment. After five (5) missed meetings, the member will not be eligible for re-election and/or may not continue the term, as determined by the Executive Committee.

Section 7: Committees

The committee structure of the Board shall include the following committees:

a. Executive Committee: to be responsible for coordination of committee work, planning yearly Board calendar, review and/or development of Board meeting agendas, assist Chairperson with analysis of Board and Committee Chairperson assignments and committee member assignments. The Chairperson of each standing committee shall meet with the Executive Committee, not less than once a year, at the discretion of the Board President. Executive Committee will act as a resource to the Director, either as a sounding board for problem solving or in emergency situations as a decision making body for the Board when full Board meeting is not possible due to time constraints. The Executive Committee is made up of standing officers

b. Finance Committee: to be responsible for financial planning and analysis including budget, fee scale, accounting, taxes.

c. Facilities Committee: to be responsible for development, evaluation, and maintenance of facilities including policies pertaining to such.

d. Organization Structures Committee: to be responsible for Board development and nominations, reviewing and planning personnel policies, including compensation package and wage scales.

e. Grievance Committee: three (3) non-staff members appointed annually to serve for one year. The Committee is responsible for hearing any grievance brought by a staff member concerning matters covered in her/his employee contract.

The Board may from time to time form other committees, either standing or ad hoc, which may include, but are not limited to, the following committees:

f. Development/Fund Raising Committee: to be responsible for the origination and recommendation to the Board of fundraising activities as the financial needs of the Center require. This included the organization and supervision of volunteers to implement these activities.

g. Marketing Committee: to be responsible for determining how we market ourselves in the community.

The above committees shall meet at the request of the Chairperson

ARTICLE VI - REFERENDA

At the discretion of the Board of Directors, a non-binding poll or referendum of the corporation will be held by written ballot. The elected Board has the final decision after a referendum.

ARTICLE VII - REFERRAL OF ISSUES TO THE BOARD OF DIRECTORS

Any issue may be referred to the Board of Directors. Any such issue should be submitted to the President of the Board of Directors, who shall determine if the matter shall be brought to the full Board or referred to an appropriate Board Committee.

ARTICLE VIII - DIRECTOR AND EDUCATIONAL COORDINATOR

Section I: Administration of the Corporation

The Director shall be responsible for the day-to-day operations of the Center; the appointment and termination of all staff and be responsible for the implementation of the policies established by the Board of Directors. The appointment and dismissal of the Director shall be the responsibility of the Board of Directors.

Section 2: Program Coordinator and/or Head Teachers

The Program Coordinator and/or the Head Teachers shall be responsible for the implementation of educational programs of the Center.

ARTICLE IX - AMENDMENTS

These by-laws may be amended at general meetings of the corporation provided the amendments appear on the agenda and notification requirements as stated in ARTICLE X are met.

ARTICLE X - MEETINGS

Section 1: Notification

Notice of meetings of the Board of Directors, general and special meetings, including time, date, place, shall be posted within the facilities of The Child Care Center in Norwich, Inc., at least fourteen (14) days prior to the meeting.

ARTICLE XI - PARENTS

The parents shall be responsible for maintaining active participation on all levels of the functioning of The Child Care Center in Norwich, Inc.

ARTICLE XII - COMMUNITY PARTICIPATION

Any community resident may become a voting member of the corporation through nomination by a corporation member, or by individual petition to the Board of Directors. Said nomination shall be voted upon at the next general meeting of the corporation.

ARTICLE XIII - CONFLICTS OF INTEREST

Board members shall be disqualified from voting on issues representing personal conflicts of interest. Board members shall not vote on issues relating to their personal benefits where the outcome of such a vote would accrue benefits to them only and not to all the parents as a group. The Board, excluding those possibly in conflict, shall decide whether or not a conflict of interest exists.

Members found to have a conflict of interest shall not be counted in determining the quorum for the voting being considered.

As adopted March 25, 1975

(As amended September 17, 1985)

(As amended April 7, 1988)

(As amended September 21, 1993)

(As amended June 14, 1994)

(As amended June 13, 1995)

(As amended June 3, 1999)

(As amended June 6, 2000)

(As amended June 6, 2005)