

BYLAWS OF COMMUNITY CHILD CARE CENTER, INC.

This instrument constitutes the Bylaws of Community Child Care Center, Inc., adopted for the purpose of regulating and managing the internal affairs of the corporation.

Article I. Corporate Seal

Section 1.01 The Corporation shall not have a seal.

Article II. Members

Section 2.01 Membership of the corporation shall consist of two classes of Members.

- (a) **Class A Membership** - Class A Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the board. All Class A Members shall be entitled to one vote on any matter properly presented to the Members. Voting will be by either a general meeting of the Members, written ballot, or by E-Mail Ballot. If voting is by E-Mail, ballots must be sent to all Members and returned prior to any meeting where voting results will be enacted. A written or E-Mail ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written or E-Mail ballot is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Voting by proxy shall not be permitted. In addition to the above rights, Class A Members shall have the right to attend Members and Board of Director meetings.

Amendment to Section 2.01 (a): (After sentence All Class A Members shall be entitled to one vote on any matter properly presented to the Members) add: CCCC families that are Class A Members shall be entitled to one vote, regardless of the number of children enrolled at CCCC or the number of people in the families.

- (b) **Class B Membership** - Class B Members shall have all of the rights and entitlements as Class A Members except they shall not have any voting rights.

Section 2.02 Qualifications for Membership

- (a) **Membership Enrollment** - Upon the enrollment of a child, all caregivers of the child shall become Members of Community Child Care Center,

Inc. Each caregiver will be given notice of this Membership and given the option to opt out of this Membership by negative enrollment.

- (b) **Class A Membership** - In order to qualify as Class A Member a person must be a caregiver of a child enrolled in Community Child Care Center, Inc, and be a student at the University of Minnesota.

Amendment to Section 2.02 (b) - Strike the word person and change it to family.

- (c) **Class B Membership** - In order to qualify as a Class B Member, a person must be a caregiver of a child enrolled in Community Child Care Center, Inc.

Amendment to Section 2.02 (c) - Strike the word person and change it to family.

- (d) **University of Minnesota Student Defined** - A University of Minnesota Student shall be defined by how the University defines a student as may be amended from time to time.

Section 2.03 Membership shall terminate when the Member(s)' child is no longer enrolled at Community Child Care Center, Inc. A child's enrollment will end by voluntary withdrawal or as described in the Parent Handbook.

Section 2.04 This Corporation shall hold an annual meeting and the corporation may periodically hold general meetings to promote its purposes and goals.

Amendment to Section 2.04 - Center shall hold two meetings each year. Voting at these meetings may include board of director elections and any amendments to the by-laws. These meetings can also serve as a time for the Board of Directors to present the annual budget to the membership.

Section 2.05 Unless otherwise provided by law or by these bylaws, a quorum for a meeting of Members is twenty percent (20%) of the Members entitled to vote at the meeting.

Section 2.06 Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.07 Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members entitled to vote on that action. The written action is effective when it has been signed by all of those Members, unless a different effective time is provided in the written action.

Amendment to Section 2.07 -

Any action required or permitted to be taken at a meeting of the Members may be taken by written action signed by the number of members required to take the same action at a meeting of the Members at which all Members were present. The written action is effective when signed by the required number of Members, unless a different effective day is provided in the written action. When written action is taken by less than all of the Members, all Members shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Article III. Board of Directors

Section 3.01 The business affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the Members. The board shall consist of nine (9) directors. In order to qualify to be elected a director, an individual must be a Member. Three (3) positions on the Board shall be held by Class B Members, the remaining six (6) shall be held by Class A Members. Upon the election of the Board of Directors, the Directors shall elect and appoint a Chairperson who shall preside over the Board.

Amendment to Section 3.01 -

Strike the sentence that states: Upon elections of the Board of Directors, the Directors shall elect and appoint a Chairperson who shall preside over the Board. (Point of information, thus this amendment would make the Chair an elected position by all the Members.) The Board of Director positions will be as follows:

a. CHAIR (1 person)

1. Position Description

The Chair shall be the principal officer of the organization, shall preside over all membership meetings and meetings of the board of directors; shall act as liaison between the corporation, its employees, and any outside agencies.

2. Specific Duties

- a. Set agendas for meetings one week prior to meeting.
- b. Facilitate all meetings.
- c. Ensure that other members of the board are fulfilling their responsibilities through regular communication.
- d. Work directly with the director to implement short and long-term goals for the center.
- e. Co-signing checks, as needed.
- f. Assist the director with miscellaneous issues that arise.

- g. Sit on the Personnel Committee.

Amendment to Section 3.01 (a) - Strike line that states this person would co-sign on checks as needed.

b. VICE CHAIR (1 person)

1. Position Description

The Vice Chair will assist the Chairperson when needed and fill in for the Chairperson as needed. The Vice Chair will assist the Center Director with center programming (Pot lucks, Parents Night Out, etc.)

2. Specific Duties

- a. Take on Chairperson's roles when needed.
- b. Work with the Director to implement and plan programs for the center.
- c. Form committees with other center parents (not board members) and serve as Committee Chair, for the purpose of planning specific programs. Report back to the Board of Directors about committee progress.
- d. Serve on Personnel Committee.

c. SECRETARY (1 person)

1. Position Description

The Secretary shall take and keep the minutes of board and parent meetings. Give required notices, as specified in the bylaws and Articles of Incorporation.

2. Specific Duties

- a. Distribute minutes in a timely manner.
- b. Ensure that all members have and adhere to bylaws.
- c. Be responsible for any official correspondence from the Board of Directors. (Including e-mails) All correspondence should be kept in a binder.
- d. Update the center's bylaws as necessary.
- e. Keep track of Board members' attendance, notifying Chairperson of any concerns.

Amendment to Section 3.01 (c) - Strike line that states this person will be responsible for updating the bylaws. Bylaws will be reviewed annually by the entire board at start of fiscal year. Any changes will be created by Director and board and then voted upon by entire membership.

d. TREASURER (1 person)

1. Position Description

The treasurer shall have charge of and be responsible for all funds of the corporation and shall oversee the preparation of all financial reports required by agents outside the corporation.

2. Specific Duties

- a. Prepares draft of budget with Director, including the completion of the annual raise distribution of money and determining amount to be distributed. Once draft is complete Treasurer and Director present to the Board of Directors for final approval.
- b. Sit on Personnel Committee.
- c. Prepare and defend Student Services Fees (SSF) with University Liaison.
- d. Prepare monthly accounting summaries for the board. Responds to patterns noticed.
- e. Assists in hiring of accounting and office manager help.

Amendment to Section 3.01 (2b) - Strike line that states will sit on Personnel Committee. Add line that states advises Personnel Committee on where potential hires proposed salaries and yearly merit increases fit into the Center's budget.

Amendment to Section 3.01 (2c) - Strike line that states will prepare and defend Student Service Fees (SSF) with University Liaison. Add line that states will provide any supporting budgetary information required by the Director or University Liaison to defend our SSF request.

Amendment to Section 3.01 (2d) - Strike word monthly and have line read, prepares accounting summaries for the board on a semester basis. Responds to patterns noticed.

Amendment to Section 3.01 (2e) - Strike words and office manager help.

Amendment to Section 3.01 (2) - Add to job description:
f Serve as co-signer on checks as needed.
g Track enrollment on semester basis as information is provided by Director.

e. FUNDRAISER (1 person)

1. Position Description

The Fundraiser will be responsible for applying for and writing grants for CCCC. Fundraiser, with the assistance from the Director, will identify grant sources and organizations. The Fundraiser will also plan different events throughout the year to raise money.

2. Specific Duties

- a. Work with Director and committee of parents (not on the board) to plan different community fundraisers. This person will report back to board, committee progress, and serve as the Committee Chair.
- b. Work with Parent Involvement Coordinator to get volunteers for events.
- c. Write and apply for grants working with Director.

Amendment to Section 3.01 (e1) - Strike line that states this person will be responsible for applying for and writing grants for CCCC.

Amendment to Section 3.01 (e2) - Strike line that states write and apply for grants working with Director.

f. PARENT INVOLVEMENT COORDINATOR (1 person)

1. Position Description

Coordinates parent involvement tasks with the parents and the Director.

2. Specific Duties

- a. Create semester laundry lists.
- b. Brainstorm with Director possible parent involvement opportunities.
- c. Work with Fundraiser when volunteers are needed for events.
- d. Distribute and maintain parent surveys about involvement interests.
- e. Maintain communication with parents about hours completed each semester and possible charges if hours are not completed.

Amendment to Section 3.01 (f2) - Strike line that states create semester laundry list.

f. Add line that states this person will be responsible for calling new families when they start at the center.

g. PERSONNEL REPRESENTATIVE (1 person)

1. Position Description

Personnel Representative will plan and carry out (with the director) policies relating to the many phases of personnel activity, including recruiting, interviewing, and Director's evaluation. This member will also be responsible for new family greeting duties.

2. Specific Duties

- a. Call new families when they start at the center, welcoming them and telling them about the Board of Directors.
- b. Assist in the hiring of a new Director with the current director.
- c. Complete evaluation of Director, collecting forms from all staff at the center.
- d. Works with Director and Treasurer to complete annual raise distribution of money.
- e. Sit on the Personnel Committee.
- f. Serve as a liaison between the staff and the board. Staff members should be able to come to this person with any concerns they may have. This person is available to attend staff meetings if needed.

Amendment to Section 3.01 (g1) - Strike line that states this person will be responsible for greeting new families.

Amendment to Section 3.01 (g2) - Strike line that states this person will call new families when they start at the center.

h. UNIVERSITY LIASION (1 person)

1. Position Description:

The University Liaison shall be in charge of all correspondence with the University, including: University of Minnesota organization status; Student Services Fees Process; and contract work with CTC. This person must be a University of Minnesota student.

2. Specific Duties:

- a. Attend University meetings for being a student organization and complete any needed paperwork.
- b. Work with Director and Treasure to complete Student Service Fees application process.
- c. Serve as a liaison, with Director, between CCCC and CTC.

i. Public Relations Person (1 person)

1. Position Description:

The PR Person shall be in charge of creating and maintaining the CCCC Web page, updating all publications, and will work with Director in contacting media avenues for publicity.

2. Specific Duties:

- a. Write column for the monthly center newsletter on behalf of the Board of Directors.
- b. Work with Director annually to update all center publications, including: brochure, program plan, staff handbook, and parent handbook.
- c. Coordinator with Director contacting different types of media for publicity in regards to events and programs CCCC offers.

Amendment to Section 3.01 (i2) - Strike line that states this person will be responsible for writing column for monthly newsletter on behalf of the board.

Amendment to Section 3.01 All efforts will be made to fill board positions with six (6) Class A members and three (3) class B members. However, in the event that qualified candidates cannot be found, the ratio of Class A to Class B (6:3) may be altered in order to fill all positions.

Section 3.02 Directors shall serve for a term of one year each.

Section 3.03 At all meetings of the Board of Directors a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.04 Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the Directors present at a duly held meeting shall be sufficient for any action.

Section 3.05 Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective day is provided in the written action. When written action is taken by less than all of the directors, all directors shall be

notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.06 The Board of Directors may have regular monthly meetings at such places and times, as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors.

Section 3.07 A Director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when received by the corporation, unless a later date has been specified in the notice. A director shall cease to be a director thirty (30) days following the end of Membership.

Section 3.08 A director may be removed from office, with by the affirmative vote of a majority of the directors present at a duly held meeting; providing that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 3.09 In the event of the death, removal or resignation of a director, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the directors present at a duly held meeting.

Section 3.10 Special meetings of the Board of Directors may be called at any time upon the request of the President or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 3.11 The Board of Directors may establish one or more committees having the authority of the Board in the management of the business of the Corporation to the extent determined by the Board.

Amendment to Section 3.11 - When committee is established parameters (scope and power) will be defined and documented. Committees will be chaired by a Director of the Board of Directors and all other members shall not be Directors. This shall be the case for all committees except the Personnel Committee, which is made up of four directors (Chair, Vice Chair, Treasure, and Personnel Representative), and other members are not included. This committee will be responsible for the hiring and evaluation of the

Director with input from both classrooms, as well as reviewing the annual salary distribution. All decisions made by the Personnel committee will be presented to the whole Board of Directors for a final vote.

Section 3.12 Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws wither before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.13 The Board of Directors may hold their meetings at such places, whether in this state or in any other state, as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 3.14 Whenever under provisions of these Bylaws notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address; or by E-mail addressed to such director at his/her last known e-mail address, and such notice shall be deemed to have been given at the time it was sent.

Section 3.15 Directors shall not be compensated for their duties as directors, except that a director may receive a salary for his or her services as an employee, and directors may be reimbursed for expenses incurred on behalf of the Corporation.

Amendment to Section 3.15 - Strike the sentence: except that a director may receive a salary for his or her services as an employee. (Point of information, we would not allow a paid staff member to also be a voting Board member for conflict of interest reasons.)

Article IV. Officers

Section 4.01 The officers of the corporation shall be a President and Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.02 The duties of the officers of this corporation shall be:

- (a) **President** - The President shall be the chief executive officer and Director of the corporation and shall be responsible for the daily operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors.
- (b) **Treasurer** - The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors. (Point of information this Treasurer is different from the Board of Directors Treasurer.)

Section 4.03 An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 4.04 Any officer may be removed, with cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.05 The Board of Directors may fill a vacancy in an office because of death, resignation or removal.

Article V. Standard of care and dealing with other Corporations and Organizations

Section 5.01 It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interest of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Article VI. Finance

Section 6.01 Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

Section 6.02 All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 6.03 All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 6.04 Title to all property shall be held in the name of the corporation.

Section 6.05 The treasurer of the Board of Directors shall make a summary report of the financial operation of the corporation at least annually to the Board of Directors.

Article VII. Indemnification

Section 7.01 To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, but reason of the fact that he or she is or was a director or officer of the corporation, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

Article VIII. Amendment of Bylaws

Section 8.01 The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that after the adoption of the initial Bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of Members; prescribing procedures of removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classification,

qualifications, or terms of office, but the Board of Directors may adopt or amend a Bylaws to increase the number of directors.

Approved and effective

_____, 2006.

Chair of Board of Directors

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