

# Bylaws for Educational Child Care Center, Inc. (EC3)

## **Article I     Name of Organization**

Educational Child Care Center, Inc. (EC3)

## **Article II     Ownership**

This organization is a nonprofit cooperative corporation following the nondiscriminatory requirements of organizations that are tax-exempt under section 501(c)(3) of the Internal Revenue Code. EC3 is formed by a group of parents who have organized to provide their children a quality early childhood educational program. The Board of Directors has the final responsibility for all legal and fiscal matters. All funds earned by the corporation shall be re-invested in the corporation. In the event of the dissolution of the corporation, all remaining assets will be transferred to other nonprofit organizations that are tax-exempt under section 501(c)(3) of the Internal Revenue Code. Use of EC3's facilities or employment or enrollment in them shall be denied to no one on the basis of race, color, gender, age, disability, sexual orientation, religion, or national origin.

## **Article III     Purposes**

The purposes of the Educational Child Care Center, Inc. are 1) to provide a comprehensive educational developmental program for infants and young children; 2) to provide quality developmental programs for private and public sector agencies to model; and 3) to provide member parents, under qualified teacher guidance, an opportunity to assist in the classroom and participate in all aspects of the children's activities. The purposes of this tax-exempt organization shall be restricted to those permitted under section 501(c)(3) of the Internal Revenue Code.

## **Article IV     Board of Directors**

Section 1. The Board of Directors shall consist of eleven (11) voting members, of which the majority shall be parents of children enrolled at EC3.

Section 2. Vacancies on the Board may be filled at any time. The term of office shall be two (2) years beginning on the Board-appointed date. Terms of office will be appropriately staggered to assure continuity of membership.

Section 3. The Board of Directors shall meet at least ten (10) times per year. A special meeting may be called at any time by the Board Chair.

Section 4. Relevant duties of the Board include: having good attendance at Board meetings and meetings of any committees to which he or she is assigned; volunteering their services, skills, and time to the center; promoting EC3 in business and social situations; and, with the exception of matters discussed by the Board and detailed in the Board minutes, each Board member shall keep all Board discussions, issues, deliberations and the like in confidence, including but not limited to all closed sessions discussions, issues and deliberations. This duty of

confidence shall remain for all Board members while elected and serving and after each member is no longer elected and serving on the Board. If a member does not fulfill the duties of a Board member, that member shall be excused from the Board.

Section 5. A quorum consists of a majority of the Board members elected and serving. The action of the majority of said quorum shall be the action of the Board. Voting on issues or actions by the Board will occur at regular or special meetings of the Board in person, or via electronic mail as necessary. Board members voting by electronic mail shall indicate their respective position on any matter before the board in an electronic mail message to the acting Board Chair with a copy to the acting Board Secretary. Each electronic mail message shall clearly state the proposition or issue before the Board and clearly indicate a “yes” or “no” vote. Any vote transmitted via electronic mail shall be made at least one (1) hour prior to the regular scheduled Board meeting and anytime before a special Board meeting.

Section 6. Any vacancy on the Board of Directors shall be filled by a majority vote of the Board elected and serving at the time the application is presented to the Board for consideration. Elected and serving shall mean all members of the Board in good standing and officially holding a seat on the Board. Interested candidates shall complete the Board Member Application and submit it to the Executive Committee with a letter of interest. The Executive Committee will bring all applications to the Board for review and a vote.

Section 7. The Board may have members representing, but not limited to, parents, representatives from sponsoring agencies/groups, and interested community organizations and specialists.

Section 8. After three (3) absences in a twelve-month period, the Secretary will inform the member that a fourth absence shall result in termination from the Board.

Section 9. The full Board shall evaluate the Executive Director annually as defined in the Staff Manual. The Executive Committee of the Board shall have the responsibility to administer the evaluation of the Executive Director, and conduct his/her yearly evaluations.

Section 10. The hiring and termination of the Executive Director is subject to majority vote of the full Board.

## **Article V      Officers**

Section 1. The officers shall consist of Chair, Vice Chair, Secretary, and Treasurer.

Section 2. All officers shall be elected for a term of one (1) year and can be re-elected for subsequent terms.

Section 3. Officers shall be elected at the Annual Meeting each year or at a regular meeting of the Board of Directors as necessitated by resignations. The first meeting of the fiscal year shall be considered the Annual Meeting for EC3.

Section 4. The Chair shall have the following duties: Preside at all Board meetings and all Executive Committee meetings; appoint standing committees and committee chairs; sign letters and other official documents for the Board. The Chair shall have the authority to sign EC3 checks and to appoint additional Board members as designated signers.

Section 5. The Vice Chair shall have the following duties: assume the duties of the Chair in the absence of the Chair; provide general assistance to the Chair in all functions as necessary and appropriate.

Section 6. The Secretary shall have the following duties: record attendance and proceedings of all meetings; notify members of meetings; conduct correspondence for the Board; assume responsibility for maintaining Board records and correspondence.

Section 7. The Treasurer shall have the following duties: assist the Center Director(s) and the Board in budgetary matters and financial planning for the center; make monthly reports of financial status to the Board of Directors; serve on the Finance Committee. The Treasurer shall have the authority to sign EC3 checks.

Section 8. All officers will submit to EC3 all pertinent materials at the end of their term of office.

## **Article VI    Standing Committees**

Section 1. The Executive Committee shall consist of the officers of the Board of Directors. The purpose of the Executive Committee shall be to direct the functioning of the Board. The committee shall evaluate the implementation of the Goals for EC3, conduct periodic reviews, and propose changes and additions to the Goals. The Committee shall maintain a list of potential candidates for the Board, bring applications of candidates to the Board for a vote, and shall review changes in personnel policy proposed by the administrative staff. Any review will be submitted to the entire Board for consideration and approval.

Section 2. The Finance and Facilities Committee shall consist of not less than three (3) members, one of whom shall be the Treasurer of the Board of Directors . The purpose of the Finance and Facilities Committee shall be to assist in establishing the long-term financial, enrollment and tuition-rate stability of the center while maintaining and improving the facility and classroom equipment. The Committee shall meet on an as-needed basis.

Section 3. The Program Committee shall consist of not less than three (3) members, one of whom shall be a member of the Executive Committee. The purpose of the Program Committee shall be to assist in providing high-quality, curriculum-based educational and social development programming for enrolled children of every age. The Committee shall meet on an as-needed basis.

Section 4. The Development and Marketing Committee shall consist of not less than three (3) members. The purposes of the Development & Marketing Committee shall be to assist in establishing the long-term financial, enrollment and tuition-rate stability of the center while attracting and retaining well-qualified and effective teachers and staff. The Committee shall meet on an as-needed basis.

Section 5. The Executive Director or his/her designee shall act as advisors to all committees as necessary and appropriate.

Section 6. The Board Chair shall have the ability to create ad-hoc committees in response to changes in environment and need. Ad-hoc committees shall expire at the Annual Meeting.

Section 7. The Board Committees (excluding the Executive Committee) are able and encouraged to involve staff, parents, and other non-Board members to participate on committees and in committee activities.

## **Article VII Powers**

The corporation shall have all those powers permitted to be exercised by nonprofit corporations in Michigan which are also permitted to be exercised by organizations exempt from taxation under section 501(c)(3) of the Internal Revenue Code that further the purpose of the organization.

## **Article VIII Amendments**

The bylaws are subject to amendment by a majority of the Board of Directors of the corporation, provided that: there is a quorum; the meeting is a regular meeting; and that two (2) weeks prior written notice is given by the Board before the regular meeting which the Board will formally vote on any proposed amendment to the bylaws. Written notice of any proposed amendment to the bylaws shall be posted in a conspicuous location in the main foyer of the center.

Approved (06/21/2011)