

Kachemak Kids Early Learning Center By-Laws

Adopted 10/ 21/2006

Amended 10/18/2007

ARTICLE I – Name

The name of this corporation shall be the Kachemak Kids Early Learning Center (hereinafter called the Organization).

ARTICLE II - Purposes and Objectives

The Purposes of the Organization are:

- (1) To provide a safe, nurturing, community-based preschool and child care program that integrates learning for children, their families, and staff.
- (2) To conduct any such programs, services, and activities as may from time to time be appropriate, suitable or necessary to support and/or facilitate the learning experience of the participants, their families, and staff in the Organization's programs and activities.
- (3) To conduct and administer all fund-raising efforts by the Organization; to collect all funds receivable by the Organization; to administer, apply, expend, disburse, or grant such sums as it deems advisable in the furtherance of the purposes for which it is formed; and to enter into and carry out any such contracts, agreements, or understandings as are necessary, suitable and proper for the accomplishment of the said purposes; to conduct other fund-raising efforts that would assist low income families with child care costs such as applying for grants, local fundraising events, coordinating with local resources and public assistant programs.
- (4) To provide awareness and role modeling for the community regarding safe, nurturing child care, child development, and integrated learning for children, their families, and other community members.
- (5) To hire quality staff and engage the families of children enrolled in the center to conduct any such programs, services, and activities provided by the Organization.

ARTICLE III - Board of Directors

Section 1. Composition -- The Board of Directors shall number not more than 9 but not fewer than 3 Members, including the officers of the Organization. The Directors of the Organization shall be individuals of diverse backgrounds who are interested in and willing to assist with the furtherance of the Organization's purposes and governance.

Section 2. Nomination, Appointment and Term – The Initial Board of Directors shall be nominated by the Organization's Nomination Committee and elected by

this committee by a majority vote. The Directors to replace those whose terms expire at Annual Meetings shall be nominated by the Organization's Nomination Committee and shall be elected by a two-thirds majority vote of the board at each Annual Meeting. The Directors shall be divided into two classes for the purposes of staggering their terms of office. Class One will consist of five (5) Directors who will serve for two (2) years ending in odd years. Class Two will consist of four (4) Directors who serve for two (2) years ending in even years. Each Director shall hold office from the time of election or appointment and qualification until the expiration of the term for which such Director is qualified. A Director may be re-elected to serve only two successive terms and then may not be reelected to the Board until after one (1) year of absence. Directors shall continue to serve until the first to occur of the expiration of their current term; until such time as they resign by written notice to the Chair; or until they are removed for good and sufficient reason by a two-thirds vote of the Directors present and voting at any officially called meeting of the Board of Directors.

Section 3. Compensation -- All Members of the Board of Directors shall serve without compensation. Board members may be asked to travel on behalf of the organization and such approved expenses will be reimbursed.

Section 4. Powers and Duties -- The Board of Directors shall supervise, control and direct the affairs of the Organization. It shall determine its policies or changes therein within the limits of these bylaws. It shall actively execute the Organization's goals and objectives and have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its powers granted, appoint such agents as it considers necessary.

Section 5. Meetings -- The Board of Directors shall meet at least 9 times per year at meetings called by the Executive Committee or any majority of the Board. The Annual Meeting of the Organization shall be held during the month of September. At least five days notice of time and place of a meeting shall be mailed, emailed or given personally to each member of the Board of Directors. Notice of a meeting need not be given to any person who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protest.

Section 6. Quorum -- At any meeting of the Board of Directors, a simple majority of the total number of Members of the Board then in office shall constitute a quorum.

Section 7. Action at Meeting -- Except as otherwise provided by law, the Certificate of Incorporation or these By-Laws, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Resignations -- Any member of the Board may resign at any time upon

written notice to the Chair. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 9. Removal – Directors may be removed for good and sufficient reason as a Director by a two-thirds vote of the Directors present and voting at any officially called meeting of the Board of Directors.

Section 10. Vacancies -- Vacancies among Directors for any reason may be filled by vote of a majority of the Directors then in office although less than a quorum exists.

Section 11. Telephonic Meetings -- Any one or more Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 12. Board Action Without Meeting -- Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all Members of the Board consent in writing or email to the secretary to the adoption of a resolution authorizing the action, and such resolution and the written consents thereto are filed with the minutes of the proceedings of the Board of Directors.

Section 13. Contribution -- Elected Board of Directors will make an annual, personally significant, monetary donation to the Organization beginning at the time of their election to the Board.

Section 14. Board Training -- The Board of Directors will participate in an annual training to be determined by the Board. The training will be coordinated by the Board Development Committee and designed to improve the functioning of the Board. Training costs will be provided within the Organizations budget.

ARTICLE IV- Elected Officers

Section I. The Elected Officers of the Organization and their duties shall be:

- (a) Chair: The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties as are customarily incident to the Office of Chair. The Chair shall be an ex-officio member of all other Committees without vote and will appoint members to all committees.
- (b) Vice Chair: The Vice Chair shall act for the Chair in the Chair's absence or inability to act; shall assume the office of Chair in the event of a vacancy in office. The vice chair will chair the Board Development Committee.

(c) Treasurer: The Treasurer shall serve as the treasurer of the corporation, Board of Directors and the Finance Committee, and shall exercise general supervision of the Organization's financial affairs. The treasurer will be responsible for responding to all public inquiries about the organization's finances).

(d) Secretary: The Secretary shall keep minutes at all Board of Director Meetings, record all Board actions and be the official keeper of all organization records. The secretary will be responsible for maintaining the organization's corporate status with the Local, State and Federal governing bodies.

Section 2. The Chair, Vice Chair, Treasurer and Secretary shall be elected from among the Members of the Board of Directors by a simple majority of the Directors present and voting during the Annual Meeting of the Organization.

Section 3. The terms of office for the Chair, Vice Chair, Treasurer and Secretary shall be one (1) year. The terms for the Chair, Vice Chair, Treasurer and Secretary are to expire simultaneously. Each of the above officers may be re-elected for two (2) successive terms, and then may not be re-elected until after an absence of one year out of office.

Section 4. Any Officer may resign at any time by giving written notice to the Chair or the Executive Director; or may be removed from office for good and sufficient reason by a two-thirds vote of the Directors present and voting at any officially called meeting of the Board of Directors. A vacancy in any office arising from any cause shall be filled by the Board of Directors for the un-expired portion of the term, or until the next Annual Meeting of the Organization, whichever occurs first.

Section 5. In the event the Vice Chair, Treasurer or Secretary resigns, is removed, or ceases to function for any reason, the Chair may appoint a Director to fill the vacancy to serve until the next regular or special meeting of the Board of Directors at which time a successor shall be elected to fill the un-expired term. In the event of a vacancy in the office of Chair, the Vice Chair shall become Chair to serve until the election of a successor by the Board of Directors.

ARTICLE V- Staff Officers

Section I. The Staff Officers of the Organization and their duties shall be:

(a) Executive Director: The Executive Director shall be the chief administrative and executive officer of the Organization and shall direct the staff in accordance with the policies established by the Board of Directors. Under the general direction of the Chair, the Executive Director shall oversee all programs, services and activities of the Organization to ensure that program objectives are met; shall oversee the development and enforcement of personnel policies and the

recruitment of staff; shall provide or provide for appropriate staff support for the elected officers, directors and Committees of the Organization; and shall facilitate on-going strategic planning and program development.

Under the general supervision of the Treasurer, the Executive Director shall oversee the proper day-to-day receipt, deposit, disbursement and accounting for the Organization's funds and/or property in accordance with the policies of the Board of Directors, Finance Committee and applicable government agencies. The Executive Director shall provide such reports and assurances as will be required by the Board of Directors and/or Finance Committee.

ARTICLE VI - Committees

The Board of Directors may establish such Committees, Subcommittees or task forces as are necessary. The Board will maintain two standing committees: Board Development and Finance. Additional ad hoc committees will be created on an as need basis and with a motion by the Board. Each Director shall chair at least one committee, whether standing or ad hoc. Committee chairs will be appointed by the Board's chair.

Section 1. Quorum -- One Third (1/3) of the Members of a committee, but no less than two (2), shall constitute a quorum for the transaction of business at a meeting of a Committee.

Section 2. Action at Meeting— The vote of a majority of the Committee Members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 3. Telephonic Meetings -- Any one or more Members of the committee may participate in any meeting of the Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 4. Resignations -- Any member of a Committee may resign at any time by giving written notice to the Chair of the Committee, Chair of the Board of Directors or the Executive Director; or may be removed from office for good and sufficient reason by a two-thirds (2/3) vote of the Directors present and voting at any officially called meeting of the Board of Directors.

Section 5. Vacancies -- In the event a Committee Member or a Committee Chair resigns, is removed, or ceases to function for any reason, the Board of Directors may appoint a Director to fill the un-expired term.

ARTICLE VII - Conduct of Meetings

All meetings shall be conducted under ROBERTS RULES OF ORDER (Revised), except where they may be inconsistent with any provisions of these By-Laws or with any applicable provisions of law.

ARTICLE VIII - Staff

There shall be an administrative/program staff of paid employees to conduct the program and activities of the Organization. The staff shall consist of the Executive Director and such other personnel as the Executive Director may deem necessary from time to time. The compensation, employment conditions and annual evaluation of the Executive Director shall be administered by a committee of the Board of Directors on an as need basis. Hiring of the executive director and his/her termination will be determined by an affirmative majority of the Board of Directors.

ARTICLE IX - Fiscal Year

The Fiscal Year of the Organization shall begin on the 1st day of January in each year and end on the 31st day of December next following, unless otherwise determined by the Board.

ARTICLE X - Liability and Indemnification of Directors, Officers and Employees

Section 1. Except as otherwise provided by law, no Director or Officer of the Organization serving without compensation shall be liable to any person other than the Organization based solely on such Director's or Officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

Section 2. Subject to the provisions of Section 3, the Organization shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate, is or was a Director or Officer or an employee of the Organization designated by resolution of the Board of Directors who, in good faith, serves or served the Organization or, at the request of the Organization serves or served any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity. In addition, the Organization shall advance such person's related and reasonable expenses, including attorneys', experts', and consultants' fees, upon receipt of an undertaking by or on behalf of such person to repay such advancement if he or she is ultimately found not to be entitled to indemnification hereunder.

Section 3.

a) The Organization shall not indemnify any person described in Section 2 if an adjudication adverse to such person establishes that the acts of such person or

such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or person's testator or intestate personally gained a financial profit or other advantage to which he or she was not legally entitled.

(b) The Organization shall indemnify a person who is successful, on the merits or otherwise, in the defense of a civil or criminal action or proceeding described in Section 2.

(c) Where Section 3(b) is not applicable, and except where indemnification is ordered by a court, indemnification shall be made only if: (1) authorized by a quorum consisting of Directors not parties to the action or proceeding based on a finding that the Director or Officer has met the standard of conduct established in Section 2; or, (2) if such a quorum is unobtainable, or if a quorum of disinterested Directors so directs, (a) upon written opinion of legal counsel that indemnification is proper because the applicable standard of conduct has been met by such Director or Officer, or (b) upon a finding by the disinterested Directors of the Organization that the Director or Officer has met the applicable standard of conduct.

Section 4. The Organization shall have the power to purchase and maintain insurance to indemnify the Organization and its Directors and Officers to the full extent such insurance is permitted by law.

ARTICLE XI – Amendments

These By-Laws may be amended by a two-thirds majority vote of all the Members of the Board of Directors provided that notice of such proposed changes was sent in writing to the Members of the Board thirty (30) days prior to such meeting.

ARTICLE XII - Dissolution

Section 1. A vote to dissolve the Organization shall require an affirmative majority of the entire Board of Directors. The vote may be taken by mail, email or in person.

Section 2. Upon dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purpose of the Organization to others as the Board shall select, which qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.