

SKY VALLEY PARENT COOPERATIVE

Bylaws
Revised May 1st, 2023

Article 1. Name

The name of this nonprofit corporation is Sky Valley Parent Cooperative. The corporation will be referred to as the “cooperative” in these Bylaws.

Article 2. Principal Offices

The initial principal office for the transaction of the business of the cooperative is located at *Mountainview Christian Fellowship*, 320 6th St Sultan WA 98294. The Board may change the principal office from this location to another location if needed.

Article 3. Purpose & Powers

This cooperative is organized to support families with young children by providing programs where children and parents learn together in an age-appropriate classroom setting. The preschool shall provide a flexible, stimulating environment in which each child may freely experience, at his or her own rate, a broad range of physical, social and intellectual activities. The preschool shall provide parents with an opportunity to be directly involved in the education of their children and to get instruction in the skills of early childhood education. In furnishing services to its members, the cooperative’s operations shall be so conducted as not for profit. The cooperative shall have all of the general or specific powers conferred on this cooperative by the laws of the State of Washington, all of which are hereby expressly claimed.

Article 4. Membership

Section 4.1 One Class of Members; Joint membership: The cooperative shall have one class of members, which shall consist of the parents of a child or children enrolled in the preschool. The mother and father of an enrolled child(ren) shall be considered joint members of the cooperative. A single parent or guardian of an enrolled child(ren) shall be considered a member of the cooperative.

Section 4.2 Eligibility for Admission and Membership: The Sky Valley Parent Cooperative admits students of any race, color, gender, religion, national and ethnic origin, age, handicap, or sexual orientation and does not discriminate in the administration of its educational policies, admission policies, scholarship and loan programs, or other school administered programs. Provided, however, a condition of the admission of any child(ren) is that the parent(s) or guardian(s) of such child(ren) shall agree to be members(s) of the cooperative and to comply with all of the policies, rules and regulations of the cooperative.

Section 4.3 Voting Rights: Each member or joint member shall be entitled to one undivided vote of each matter submitted to a vote of the membership. A joint member vote may be cast by either of the parents(s) or guardian(s) of the child(ren) enrolled in the school.

Section 4.4 Termination of Membership: The Board, by an affirmative vote by a majority present at any regular meeting at which a quorum is present, may suspend or expel any member and terminate any member for cause after appropriate notice and hearing, including but not limited to, the non-payment of tuition and herein provided.

Section 4.5 Powers of Member: The membership shall elect a Board of Officers at the annual membership meeting. The membership may rescind any action of the Board by a majority vote of the members at a regular monthly membership meeting at which a quorum is present.

Section 4.6 Admission and Membership Eligibility Criteria: The cooperative may establish tuition requirements and admission standards for students and membership requirements for parents/guardians, which shall be set forth in Standing Rules, which shall be available to all members and potential members.

Section 4.7 No Personal Liability. No Member shall be liable to third parties for this Cooperative's acts, debts, liabilities, or obligations. A Member will, however, be liable to this Cooperative for tuition and annual dues and assessments as provided by these Bylaws and for other contractual obligations of the Member to this Cooperative or as may otherwise be agreed to by this Cooperative and the Member.

Article 5. Meetings of Members

Section 5.1 Orientation Meeting: The orientation meeting of the members shall be held before the start of each school year. Such annual meetings shall be held at such place and time as designated by the Board of Officers.

Section 5.2 Special Meeting: Special meeting of the members may be called by the Chairperson or a majority of the Board, or not less than 50% of the members.

Section 5.3 Quorum: At any meeting of the member of the cooperative a majority of the members shall constitute a quorum for any and all purposes: provided that if a quorum is present, thereafter, the meeting may be conducted until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that not less than one-third of the members are present.

Article 6. Board and Officers

Section 6.1 Number and Qualification of Officers: The Officers of the cooperative shall be Chairperson, Vice-Chair, Secretary, Treasurer, Fundraiser/Marketing, Parent Coordinator, and Vice Parent Coordinator, each of whom shall be Board Officer. Any two or more of the foregoing offices may be held by the same person, except the offices of Chairperson and Secretary. Any member in good standing is eligible to be elected as an Officer. Membership in the cooperative shall be a continuing qualification to hold a board position. Any Officer who ceases to be a member shall be deemed to have resigned as an Officer and his/her position shall be deemed vacant.

Section 6.2 Election and Term of Officers: Officers shall be elected by the members at the April meeting of the members. The Officers so elected shall hold office for a term of one year beginning June 1 through May 31: however, if an annual meeting is not held, or if Officers are not elected at an annual meeting, they may be elected at any special members' meeting subsequently held for that purpose. Each Officer, including an Officer elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which they were elected. A member can not hold the same position for more than 3 consecutive terms.

Section 6.3 Nomination of Officers: At the time of the annual meeting, any member in good standing of the cooperative may nominate himself or herself to be an Officer. In addition, any member may nominate any other member to be an Officer.

Section 6.4 Vacancies: Vacancies in the Board, whether caused by resignation, death or otherwise, shall be filled by a vote of the majority of the members of the Board.

Section 6.5 Meeting by Conference Telephone or Similar Communications: Except as may be otherwise restricted by the Articles of Incorporation or Bylaws, members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all personal participation in the meeting can hear each other at the same time. Participation by such means shall constitute presence, in person, at a meeting.

Section 6.6 Orientation Meeting: Following each annual meeting of the members, the Board is authorized to hold a regular meeting for the purposes of organization, and the transaction of other business without further notice of such meeting.

Section 6.7 Regular Meetings: Regular meetings of the Board shall be held monthly, or at such times and at such places as the Board may determine. Oral or written notice of such meetings shall be given not less than 24 hours prior to the time of meeting. But such notice may be waived by all the Board, and their appearance at a meeting shall constitute a waiver of notice.

Section 6.8 Special Meetings: A special meeting of the Board shall be held whenever called by the Chairperson or by a majority of the board.

Section 6.9 Quorum and Failure of Notice: A majority of the Board shall constitute a quorum at any regular meeting of the Board. The failure to give notice or if any Board Member receives notice of a Regular or Special Meeting shall not invalidate any action taken at the meeting if a quorum was present.

Section 6.10 Powers and Duties of the Board: Subject to the limitations provided in the articles of incorporation, other sections of these bylaws, and of Washington law, the business of the cooperative shall be exercised by the Board. Without limitation, the Boards' powers and duties include the following:

- 6.10.1 General supervision and control of the business and the affairs of the cooperative.
- 6.10.2 Authority to procure insurance covering general liability of the company for accidents.
- 6.10.3 Authority to admit and terminate members and to adopt rules and regulations to govern the operation of the cooperative and the members, subject to any applicable policies of current insurance providers.
- 6.10.4 Officers shall provide for installation of an accounting system adequate to meet the requirements of the cooperative.
- 6.10.5 To select one or more banks to act as depositories of funds of the cooperative.
- 6.10.6 The foregoing enumeration of powers and duties is not intended to be exclusive and shall not limit or restrict the exercise of the general or specific powers conferred on this cooperative by the laws of the State of Washington.

Section 6.11 Reimbursement and Compensation: Officers serve in a volunteer capacity and will not be entitled to compensation for attendance at meetings or for travel to and from regular and special meetings.

No voting member of the Board, or member of the immediate family of any Board member, shall occupy any position in the cooperative on a regular salary.

Section 6.12 Removal of Directors: A Board member may be removed from office for cause by a two-thirds (2/3) vote of members. Any Board member who resigns or fails to attend at least three (3) consecutive regularly scheduled meetings without cause shall be deemed as having resigned from the Board.

Article 7. Officer and Committees

Section 7.1 Officer: The officers of the cooperative shall be elected as Officers by the membership. Each member of the cooperative shall hold a committee position if they are not an officer. See Standing Rules for description of officers' duties and committees.

Article 8. Miscellaneous Provisions

Section 8.1 Books and Records: The Cooperative shall have available to members the following: (a) current copies of the Articles, Bylaws, and Standing Rules, if any: (b) copies of correct and adequate records of accounts and finances, including the approval budget: (c) minutes of the meetings of the Board, Members and Parent Meetings: (d) records of the name and address of each of the Members: and (e) such other records as may be necessary or advisable, including copies of all contracts of the Cooperative.

Section 8.2 Fiscal Year: The Cooperative's fiscal year shall end on June 30.

Section 8.3 Rules of Procedure: To the extent that it is not inconsistent with the Articles of Incorporation, these Bylaws or applicable law, the most recent edition of Robert's Rules of Order shall govern all questions of parliamentary procedure at meetings of the Board or the Members.

Section 8.4 Conflict of Interest: No voting Board member, or Member of the Cooperative shall have any personal financial interest, direct or indirect, in any activity undertaken by the Cooperative.

Section 8.5 Reimbursement: No Board member or committee member shall receive compensation for their service, but may receive reimbursement for approved expenditures incurred on behalf of the Cooperative if the following criteria have been met:

- 8.5.1 Pre-authorization must be obtained.
- 8.5.2 The purchase must stay within the approved budget set by the Board.
- 8.5.3 Receipts and proper paperwork must be submitted to the treasurer within 90 days of the purchase.

Section 8.6 Scholarships All Members of the Cooperative shall be eligible to apply for short-term tuition scholarships.

Section 8.7 Dissolution: Should the Cooperative be dissolved, the Board shall be responsible for liquidation and disposition of all assets, including equipment and cash on hand. Upon dissolution, all assets remaining after payment of all liabilities shall be distributed to another nonprofit.

Section 8.8 Standing Rules: The Board may adopt such Standing Rules, relating to the amount and payment of tuition and all other matters which the Board deems appropriate, as the Board may deem beneficial to the fulfillment of the purposes of the cooperative.

Section 8.9 Amendment of Bylaws: These Bylaws amend and restate in their entirety the Bylaws of the Cooperative heretofore adopted, as some may have been revised.

These Bylaws may be further altered, amended, or repealed and new Bylaws may be adopted by the vote of two-thirds (2.3) of the members.

Section 8.10 Indemnification, Limitation on Liability and Insurance. The cooperative may indemnify any officer, or former officer against all judgments, penalties, fines, settlements, and reasonable expenses, including attorney’s fees, in connection with any proceeding to the maximum extent authorized under RCW 23B.17.030, subject to the provisions of Chapter 23B.08.560 RCW, as now enacted or hereafter amended. The risks covered by this indemnification may be protected against by the purchase, maintenance, and payment of premiums for such insurance as in the discretion of the Board is deemed to be appropriate.

Section 8.11 Non Discrimination: The cooperative will comply fully with all applicable state or federal statutes and regulations forbidding recipients of state or federal financial assistance from discriminating on the ground of race, color, gender, national origin, age handicap, or sexual orientation. Furthermore, the cooperative shall provide equal employment opportunities without regard to race, color, gender, national origin, age, handicap or sexual orientation.

I hereby certify that the forgoing Amended and Restated Bylaws of Sky Valley Cooperative Preschool were duly adopted by the Members of the cooperative at the first parent meeting.

_____ Date _____
Secretary