

**THE CLINTON CHILD CARE CENTER, INCORPORATED  
BY-LAWS**

**ARTICLE I  
NAME**

The name of the corporation is the Clinton Child Care Center, Incorporated; doing business as Clinton Early Learning Center (CELC).

**ARTICLE II  
MEMBERS**

1. **Membership.** Membership in the Clinton Child Care Center, Inc., shall accrue to all parents and legal guardians who have assumed financial responsibility for children currently enrolled in the Center in any given registration period (defined as September to June). Financial responsibility is assumed by signing and filing a tuition agreement with the Center at the beginning of the applicable registration period.
2. **Meetings.** The annual all-parents' meeting shall be held each year on the first Wednesday in September after school starts at the corporate headquarters. The Board of Directors may change this date. Election of directors shall be held in the spring in person or by written ballot. Special meetings may be held pursuant to the Not-For-Profit Corporation Law.
3. **Meeting Notice.** Notice shall be given to each member (via email or written posting at the Center) at least one week prior to the meeting. Notice may also be given by circulation of copies of the agenda and a summary of the main points of the upcoming meeting at least one week prior to an all-parent meeting.
4. **Meeting Quorum.** Ten members present in person or by proxy shall be a quorum for the transaction of all business.
5. **Meeting Structure.** The President shall chair the meeting of the members. Should the President be unable to preside, the Vice-President shall chair the meeting. Should the Vice-President be unable to preside, the members shall choose an alternate at the meeting unless the president has selected an alternate to chair the meeting. The Secretary shall take minutes at all of the membership meetings.
6. **Voting.** Each member is entitled to one vote. Any member may vote by written proxy.

7. Action by the Board Concerning Membership. The Board may establish further requirements concerning membership, dues, special assessments, fines and penalties, voting, quorums and classification of membership, etc.

**ARTICLE III  
BOARD OF DIRECTORS**

1. Power. The corporation shall be managed by the Board of Directors; referenced herein as "Board".
2. Number. The number of voting Directors on the Board shall be seven (7).
  - a) All seven voting Directors shall be parents of children attending the Center. The Board of Directors shall determine board positions among the Directors.
  - b) Ex-officio board membership(s) shall be accorded to a liaison with Hamilton College, and to the Executive Director and Assistant Director of the Center. Ex-officio members have no vote.
  - c) Composition of Board. The Board shall consist of:
    - 1) President of the Corporation
    - 2) Vice President of the Corporation
    - 3) Secretary of the Corporation
    - 4) Treasurer of the Corporation
    - 5) Chairperson of the Personnel Committee
    - 6) Chairperson of the Special Events Committee
    - 7) Chairperson of the Fund Raising Committee
    - 8) Executive Director (ex-officio)
    - 9) Assistant Director (ex-officio)
    - 10) Hamilton College Liaison (ex-officio)
3. Election of Directors. The members shall elect Directors in the spring as provided in Article II. In addition, the election criteria include consideration of enrollment by their child or children for the current registration period and anticipated enrollment for the upcoming registration period.

4. Term of Office. Directors shall hold office for two (2) years until expiration of their term and until their successor has been elected and qualified or until the Director's resignation, death, or removal. The term shall commence on July 1 and terminate on June 30 of the second year. At such time when a Director no longer has a child enrolled at the Center during the current or upcoming registration period, their term of office will cease immediately.
5. Vacancies. Vacancies on the Board must be filled by vote of a majority of the Directors in office. They shall serve until the next election.
6. Removal of Directors. Any Board member may be removed at any time by the vote of five (5) of the Board members. Cause for removal must be given and the Board member has the right to appeal such decision at a specially called all-parent meeting. The all-parent meeting may override the Board's decision by a majority vote of those parents present.
7. Resignation of Directors. Directors may resign by a letter to the President or Vice-President of the Board or by statement of this fact at a Board of Directors meeting.
8. Removal by Members. Any board member may be removed at any time with or without cause by the vote of two-thirds of all the members of the Center. The notice for a meeting to remove a Board member shall specify the reason for such a meeting.
9. Meetings.
  - a) Meetings shall normally be held once a month.
  - b) All board meetings are open to the membership and ex-officio members, except when personnel matters or specific child and parent problems are to be discussed. Notice of meetings should be issued one week in advance (either via email to parents or written posting at the Center).
  - c) All Board members shall be notified by the secretary of the corporation of the date, time and place of the meeting. Board members are expected to attend regularly. Copies of the agenda and of the previous meeting's minutes should be circulated to the Board prior to such meeting.
  - d) Meeting Quorum. A majority of the voting Directors of the Board will serve as a quorum of the Board.

e) Voting. Each member is entitled to one vote. Voting may be conducted via email.

10. Quorum. Four voting members of the Board shall constitute a quorum for the transaction of business except where otherwise provided. A majority of Board Officers will constitute a quorum for action by the Executive Committee to address urgent matters.

11. Action by the Board. Any Board action may be taken without a meeting if at least four voting members of the Board consent. Any member of the Board may participate in a meeting of the Board by telephone call so that all members may have input. Action by the Board may also be taken by email. Any action taken by the Board without a meeting shall be reflected in minutes of the next meeting following such action.

#### **ARTICLE IV OFFICERS**

1) Officers. The corporation shall have a President, Vice President, Secretary and Treasurer.

2) Duties of Officers. The duties of the Officers are set forth below. These positions may be expanded by a resolution of the Board.

a) Duties of the President. The President shall:

1) Preside at all meetings of the general parent membership and Board of Directors unless another person is designated to preside instead;

2) Sign or endorse checks, drafts, notes in the absence or disability of the Treasurer;

3) Serve as an ex-officio member of all committees;

4) Approve and sign necessary papers for licensing;

5) Such other duties customary to the office of the President, including for example maintaining by-laws by seeking input and approval from Board, Executive Director, Assistant Director, Hamilton College Liaison, and Center legal counsel; and maintaining the relationship with and serving as the point of contact for the Board with Center legal counsel;

6) Coordinate planning and contracts with Hamilton College; and

- 7) Appoint ad-hoc committees as necessary.
- b) Duties of the Vice President. The Vice President shall:
- 1) Possess all powers and perform all duties of the President if said President is absent, resigns, is disabled or deceased;
  - 2) Serve as chairperson of the Long Range Committee and investigate grants as a major goal of the Long Range Planning Committee;
  - 3) Perform such other duties as the President and Board may designate; and
  - 4) Maintain the operations calendar.
- c) Duties of the Secretary. The Secretary shall:
- 1) Arrange scheduling of all Board meetings;
  - 2) Notify all Board members of the date, time and place of the meetings;
  - 3) Write and distribute minutes of all Board and parent meetings to voting and ex-officio Board members;
  - 4) Serve as custodian of all minutes;
  - 5) Handle correspondence;
  - 6) Sign all contracts and other instruments when so authorized by the Board;  
and
  - 7) Handle advertising and public relations.
- d) Duties of the Treasurer. The Treasurer shall:
- 1) Serve as chair of the Finance Committee to prepare proposed budgets and review financial issues;
  - 2) Review all accounts of corporate receipts and disbursements with the Executive and/or Assistant Director;
  - 3) Serve as custodian of all funds and oversee the fiscal affairs of the corporation with the aid of the Executive and/or Assistant Director;

- 4) Serve as liaison with the Executive and/or Assistant Director in order to present monthly statements to the Board; and
- 5) Prepare all quarterly and annual tax forms with the Executive and/or Assistant Director.

**ARTICLE V  
OTHER BOARD POSITIONS**

1. Chairpersons. The Corporation shall have a Chairperson of Personnel, Chairperson of Special Events, and a Chairperson of Fundraising.
2. Duties of Chairpersons. The duties of the Chairpersons are set forth below. These positions may be expanded by a resolution of the Board.
  - a) Chairperson of Personnel. The Chairperson of Personnel shall or may, respectively:
    - 1) Serve as chairperson of the Grievance Committee;
    - 2) Set up meetings with both head teachers and assistant teachers as appropriate;
    - 3) Serve on hiring committees at the discretion of the Board and Executive and/or Assistant Director;
    - 4) Recruit and reward volunteers in consultation with the Director and/or Assistant Director;
    - 5) Serve on staff evaluation and program evaluation committees at the discretion of Board and Executive and/or Assistant Director; and
    - 6) Work with the Executive and/or Assistant Director to make and present updates to the Board for the personnel policy booklet.
  - b) Chairperson of Special Events. The Chairperson of Special Events shall or may, respectively:
    - 1) Organize the fall picnic, Halloween party, and the spring picnic; and
    - 2) Serve on the Fundraising Committee when events have a fundraising component.

- c) Chairperson of Fundraising. The Chairperson of Fundraising shall or may, respectively:
- 1) Organize fundraising activities;
  - 2) Serve on the Special Events Committee when events have a fundraising element; and
  - 3) Be responsible for all aspects of a fundraising activity that may coincide with an event facilitated by the Special Events Committee.

## **ARTICLE VI NOMINATION AND ELECTIONS**

A Nominating Committee shall consist of three members, of whom one is a Board member elected from the Board and two are parents. The Nominating Committee shall prepare a slate of Board nominations to be sent to each family two weeks prior to the election in the spring, providing the consent of the nominees has been secured. Additional nominations may be made in writing or from the floor. All other matters regarding nominations and elections shall be governed by Not-For-Profit Corporation Law.

## **ARTICLE VII FISCAL YEAR**

The fiscal year shall be set by the Board of Directors.

## **ARTICLE VIII COMMITTEES**

1. Committees. The Board, by majority vote, may establish an executive committee and other standing committees if so required in the future. The committees will only have the power specifically granted to them by Board resolution.
2. Rules for Committees.
  - a) Each non-officer Board member shall be Chairperson of their respective committee. Members of the Committees shall be appointed by the Committee Chairperson and/or the Board and may include non-Board personnel.

- b) All actions, policies and/or expenditures determined by any Committee must be approved by the Board.
  - c) Each Committee Chairperson shall keep a record of Committee duties, procedures, activities, spending, attendance and annual reports. These records are the property of the Board and shall be kept up to date and passed on to the succeeding Chairperson.
  - d) Committees shall report to the Board as necessary.
3. Standing Committees of the Board. The duties of the standing committees are set forth below.
- a) Long Range Planning Committee. Under the leadership of the Vice President, this committee shall:
    - 1) Investigate and apply for grants; and
    - 2) Plan future operations of the Center, including any major changes in program.
  - b) Finance Committee. Under the leadership of the Treasurer, this committee shall:
    - 1) Prepare proposed budgets;
    - 2) Review Financial Aid Guidelines; and
    - 3) Financial Planning.
  - c) Personnel Committee. Under the leadership of the Chairperson of Personnel, this committee shall:
    - 1) Recruit and reward volunteers;
    - 2) Set-up sub-committees for hiring as appropriate; and
    - 3) Assist with the review and update of the personnel policy booklet as needed.
  - d) Special Events Committee. Under the leadership of the Chair of Special Events, this committee shall:
    - 1) Arrange the fall picnic, Halloween Party, and spring picnic.
  - e) Fundraising Committee. Under the leadership of the Chairperson of Fundraising, this committee shall:



- 1) Organize fundraising activities as specified by the Board.
4. Ad hoc committees. The President may appoint ad hoc committees as needed.

**ARTICLE IX  
GOVERNANCE OF MEETINGS**

Roberts Rules of Order, as they may exist or be revised from time to time shall govern the meetings of the Board of Directors and members as to questions of parliamentary procedure, except as to those matters enumerated in the by-laws.

**ARTICLE X  
AMENDMENTS**

The By-laws can be amended either by a vote of the majority of the Directors in office at a meeting of the Board of Directors or by a vote of a majority of the members present at the annual meeting. Should the members wish to amend any provision, a copy of the old By-laws as well as a copy of the proposed amendments shall be made available to each member at least one week in advance of the meeting.

Effective date: Revised, April 25, 2011.