

BYLAWS OF THE SUNNYMONT NURSERY SCHOOL, INC.

**Approved by the
Executive Board on 4.19.2004
Revised 5.25.2004**

Revision: April 2004
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ARTICLE I – NAME

Section 1.1 Name – The name of this organization shall be the Sunnymont Nursery School, Inc., hereinafter referred to as the “School”, the “Corporation” or the “Organization.”

ARTICLE II – OBJECT AND DESCRIPTION

Section 2.1 Object – The object of the organization shall be to promote understanding between parents and children through parent education, and to operate, by the cooperative efforts of the members, a nursery school for their children which shall serve as an observation laboratory, and to enlist the participation of the members in the activities and conduct of the school.

Section 2.2 Non-Profit Corporation – The organization shall be a non-profit Corporation of the State of California, which does not contemplate the distribution of gains, profits or dividends to the members thereof.

Section 2.3 Location – The principal place of business and the facilities of the school shall be located at 771 Waldo Road, City of Campbell, County of Santa Clara, State of California, Zip code 95008.

Section 2.4 Standards – The school shall comply with California State Department of Social Services Licensing requirements and local regulations including those pertaining to fire, zoning, health and hiring practices.

Section 2.5 Policy – This organization shall be non-racial, non-profit, non-sectarian, and non-partisan. Neither commercial enterprise nor any political candidate shall be endorsed by it. The name of this organization or its officers in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for other than the regular work of the organization, or for individual profit.

The property of this Corporation is irrevocably dedicated to charitable purposes, and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member of this corporation, or to the benefit of an private individual.

Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code, or an entity which has provided teachers and economic support, vital to the existence and operation of this corporation.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE III – MEMBERSHIP

- Section 3.1** Eligibility – Any parent or legal guardian of a child or children between the ages established in the General Rules, who wishes to enroll the child or children, and who agrees to abide by these Bylaws and General Rules, may become an applicant for membership in the Corporation. Sunnymont Nursery School does not discriminate on the basis of gender, race, color, national, ethnic origin, sexual orientation or creed in its admission policies and administration of its program.
- Section 3.2** Admission – Application shall be accepted for new membership according to the order in which they shall be received. Applications for admission shall be accompanied by a non-refundable application fee.
- Section 3.3** Rights of Members – Each family shall constitute “one member” and each member shall have both a voice and one vote and may actively participate at the General Membership Meetings.
- Section 3.4** Responsibilities of Members – Each member shall participate in the daily education program; attend evening adult education classes; comply with and maintain health standards; comply with the maintenance of facility requirements; fulfill co-op job requirements; and participate in fundraising activities. These responsibilities shall be as set forth in the General Rules of the Handbook.
- Section 3.5** Cancellation of Membership – Membership may be canceled (1) by the request of a member, upon fulfilling the conditions as outlined in the General Rules; (2) by decision of the Executive Board when it is determined that the member has failed to maintain the standards of responsibility as established by the Bylaws and/or General Rules; or, (3) by the Director in consultation with the Board when it is determined that the attitude or behavior of a child or parent is not compatible with the standards of the school.

The Executive Board may be petitioned to consider exceptions to Article III.

ARTICLE IV – MEETINGS

- Section 4.1** Executive Board and General Membership Meetings – Regular business meetings of either the Executive Board or the General Membership shall be held monthly during the school year (except in December) at a time fixed by the Executive Board. Special meetings may be called at the discretion of the President or *must* be called at the written request of a simple majority of the Board members. At the President’s discretion, e-mail and phone voting may be conducted.
- Section 4.2** Quorum – A simple majority of the voting members shall constitute a quorum at a general membership meeting. A simple majority of the voting Executive Board officers shall constitute a quorum at Executive Board meetings.

- Section 4.2.1** Email/Phone Voting – In the event of an email or phone vote, a quorum constitutes three-quarters of the voting membership.
- Section 4.3** Notice – The agenda for any meeting of the Executive Board or the General Membership shall be posted on the bulletin board at least one week prior to the meeting.
- Section 4.4** Annual Meeting – There shall be an annual meeting of all the members in April for the purpose of electing officers and, as necessary, evaluating the programs and policies.

ARTICLE V – EXECUTIVE BOARD AND ADVISORY COMMITTEE

- Section 5.1** Number and Qualifications – The governing body of the Corporation shall be an Executive Board consisting of persons who are active members of the Corporation.

The Executive Board shall be chosen as follows:

- 5.1a** Twelve (12) members, or Thirteen (13) members when a Move Coordinator is needed, nominated and elected to serve as officers: President, Vice-President of Program Coordination, Vice-President of Operations/Personnel, Registrar, Secretary, Treasurer, Santa Clara Valley Council (SCVC) Representative, Fundraising Coordinator, Move Coordinator (when applicable), and one (1) member from each of the four (4) classes, called the Class Coordinator.
- 5.1b** The Director and teachers shall be members of the Executive Board without voting privileges.
- 5.1c** The President shall vote only when necessary to break a tie.

- Section 5.2** Nominations – The Nominating Committee shall recommend one or more candidates for each elected office. The names of nominees shall be posted on the school bulletin board at least one week prior to the election. Additional nominations may be made from the floor provided that the consent of the nominee has been obtained. (See Section 5.13 for Nominating Committee Guidelines.)

- Section 5.3** Election – Elections shall be held by ballot at the annual meeting in April. A majority of the members present shall be required for election. If there are more than two (2) candidates nominated for any one office, and if no candidate receives a vote of the majority present, then there shall be a runoff vote of the two (2) candidates having the highest number of votes. If there is only one candidate for any office, ballot for office may be dispensed with and the election held by voice.

- Section 5.4** Proxy – A member of the school may delegate their voting responsibilities to a proxy voter. The proxy voter must also be a member of the Corporation. The delegating member must communicate and entrust their vote to the proxy voter.

Notice of such a proxy must be submitted to the Secretary, in writing, at least one day in advance of the vote for which the proxy is given. The proxy shall apply to a single vote only.

Notice to cancel a proxy must be submitted, in writing, to the Secretary at least one day in advance of the vote for which the proxy is given. Should the member attend the vote in person and the proxy vote has not yet been cast, they may revoke the proxy and vote themselves.

Section 5.5 Term of Office – Members of the Executive Board shall hold office from June 1 to May 31. Newly elected members sit jointly as apprentices with retiring Board members from their election in April through the end of the school year in June. (Exceptions: the terms of the Treasurer and Assistant Treasurer shall extend to the end of the fiscal year. The term of the Registrar shall begin upon election.) No officer shall be eligible for more than two (2) consecutive terms in the same office.

Section 5.6 Vacancies – A resigning Executive Board member shall submit a letter of resignation to the Executive Board. The President, with the approval of the Executive Board, shall appoint a person to take the place of a resigning officer. In the case of a resigning President, the Executive Board shall nominate and elect a new President.

Section 5.7 Duties – Duties of each Executive Board member shall be to attend all meetings of the Executive Board and General Membership; determine and evaluate the general policy to guide the school in fulfilling its purposes and objectives; manage the assets and properties of the school program and facilities; employ such personnel as may be necessary; represent and consider the wishes of the General Membership; and maintain written records on all procedures.

Section 5.8 Failure to Perform Duties – A Board member may be removed from office for failure to attend three consecutive Board meetings without good reason and prior notification to the President or failure to perform the duties of the position as outlined in the job description of that position.

Section 5.9 Authority – Authority shall be divided between the staff under the Director and the Membership, but ultimate responsibility for all matters rests with the Executive Board.

Section 5.10 Emergency Authority – An Executive Committee consisting of the twelve (12), and when a Move Coordinator is needed thirteen (13), elected officers shall have power to act for the Executive Board in an emergency between meetings, and shall report such action to the Executive Board at the next regularly scheduled meeting. A meeting of the Executive Committee may be called at the discretion of the President. A telephone and/or e-mail vote for the same purpose may be conducted instead of a meeting, provided that all Board members are contacted and a clear deadline for responding is indicated by the member conducting the phone and/or e-mail vote. Two-thirds of the elected officers shall constitute a quorum whether at Executive Committee meetings or in phone votes.

Section 5.11 Elected Officers' Duties – The duties of the elected officers shall be as follows:

Section 5.11.1 President – The President shall be the representative of the organization. He/she presides over the Executive Board and General meetings, keeps in contact with all Board members to ensure everything is operating properly, is responsible for handling and delegating issues as they arise, and services as a member of all committees.

Section 5.11.2 Vice President of Program Coordination – The Vice President of Program Coordination shall preside in the absence of the president and act for the

president in his/her absence or disability. She/he shall be responsible for the following: She/he shall be the Chairperson of the Advisory Committee (see Section 5.12), appoint the members of the Advisory Committee, evaluate the program annually, and recommend changes to the program to the Executive Board, Teachers or Executive Director as needed.

Section 5.11.3 Vice President of Operations/Personnel – The Vice President of Operations/Personnel serves on the Advisory Committee. Under the direction of the Vice President of Operations/Personnel, the Advisory Committee shall consider all Personnel issues. She/he votes on the Advisory Committee only when necessary to break a tie on issues under his/her area of responsibility.

She/he shall coordinate and compile Teacher and Director Evaluations, conduct End of year Performance Review for Staff, coordinate Teacher contracts, facilitate hiring personnel, and maintains confidential personnel files for current Staff members, and bring all Advisory Committee personnel recommendations to the Executive Board

The Vice President of Operations/Personnel is the liaison with Social Services and may appoint a Social Services assistant when necessary. She/he shall be responsible for maintaining all files and records relating to Social Services licensing. The Vice President shall coordinate with the Staff and Board members the calendar for the year. She/he oversees the Curriculum, Communication, and Facilities Committees.

Section 5.11.4 Registrar and Co-Registrar – The Registrar shall supply information, applications, and other pertinent forms to prospective members; maintain the file containing each family’s enrollment forms, being certain the files are complete and up-to-date; maintain full enrollment in each program; keep the teachers and relevant Board members closely informed of changes in membership status. The Registrar shall prepare rosters of members in September and February and for summer sessions(s) as needed.

The term of the Registrar begins upon election.

The President may allow the responsibilities of the Registrar to be shared by two persons, each elected by the General Membership as Co-Registrars. The Co-Registrars must declare their method of distributing responsibility, subject to approval of the Executive Board, at the beginning of their shared term. The Co-Registrars will be counted as one (1) member of the Executive Board and will have one (1) indivisible vote. The Co-Registrars are responsible for sharing their voting privilege.

Section 5.11.5 Secretary – The Secretary shall take minutes at General Membership and Executive Board meetings. She/he shall carry on the correspondence of the organization by authority of the Executive Board, the President, and/or the Director. She/he shall maintain records pertaining to the organization including committee reports; copies of school business records and correspondence; a master copy of the Bylaws with all amendments currently entered; a copy of the Handbook and General Rules; and minutes of General membership and Executive Board Meetings.

Section 5.11.6 Treasurer – The Treasurer shall keep accurate account books for the school finances. She/he shall present a monthly financial report at the Executive

Board; supervise the preparation of all tax reports and annual statements; and prepare records of finances for review at the end of the fiscal year. The Treasurer shall appoint a Reviewer, who shall review the books annually to guarantee tax exemption status.

The Treasurer shall chair the Finance Committee to make tuition, budget, and investment decisions for approval by the Executive Board. The Treasurer also serves on the Financial Aid Committee.

Section 5.11.7 Santa Clara Valley Council (SCVC) Representative – The SCVC Representative shall represent the school at the SCVC and California council and report to the Executive board and General Membership on activities at SCVC and California Council, and be responsible for appointing a member to serve on the SCVC Board when Sunnymont Nursery School is selected.

Section 5.11.8 Fundraising Coordinator – The Fundraising Coordinator shall be responsible for formulating and administering the annual fundraising plan (excluding programs which directly support the operating budget) for the purpose of capital improvements and wish-list items. This position publicizes the need and method of fundraising to the Sunnymont families and to the outside community. The coordinator shall chair the Fundraising Committee on individual fundraising projects and other events.

The term of the Fundraising Coordinator shall begin upon election.

Section 5.11.9 Move Coordinator – In applicable years as defined by the Executive Board, the Move Coordinator shall chair all meetings of the Move Committee. He/she shall delegate action items, make time lines, organize all documentation, maintain records of the move and related topics, act as a liaison between various chairpersons, and initiate and finalize proposals to the Board.

Section 5.11.10 Class Coordinators - The Class Coordinators represent their classes at all Board meetings and are responsible for communicating Board issues to their class. At the beginning of the school year, the class coordinators shall facilitate carpools, assign workdays and help with the orientation of class members through Meet Your Class Day and the first Effective Parenting class. Class Coordinators are expected to respect privacy and use discretion in relaying information to the Advisory Committee Liaison, Teacher, or Board Members, as appropriate.

Section 5.12 Advisory Committee – There shall be an Advisory Committee appointed annually by September consisting of the Vice President of Program Coordination (chairperson), the Vice President of Operations/Personnel (voting only when necessary to break a tie on issues under his/her area of responsibility), the Executive Director (non-voting member), the President (non-voting member), and two members from each class appointed by the Vice President of Program Coordination. In years when membership is below 100%, alumni members may act as Advisory Committee Members as long as they comprise less than 50% of the committee.

The responsibilities of the Advisory Committee shall include the facilitation of communications within the school concerning all aspects of the programs and staff, annual evaluation of the program, and evaluation and recommendation of staff employment.

Under the direction of the Vice President of Operations/Personnel, the committee will perform staff reviews and hiring as outlined in the following sections. The Vice President of Program Coordination will continue to chair the

committee, while the Vice President of Operations/Personnel will direct the agenda, oversee all required employment documentation and take the Committee's final recommendation to the Executive Board.

Section 5.12.1 Annual Evaluations – The Advisory Committee, under the direction on the Vice President of Program Coordination, shall evaluate the general program annually. The Committee shall develop the forms, decide the evaluation schedule, and collect the responses. The Committee shall make recommendations concerning any areas of the program to the class, the Teacher, the Executive Director or the Executive Board. Changes to the program are subject to the approval of the General Membership at an annual meeting.

Section 5.12.2 Staff Review – The Committee, under the direction of the Vice President of Operations/Personnel, shall review the role and performance of each Staff Member annually or under the recommendation of the Executive Director, the Executive Board, or when a substantial number of the members enrolled in that class are dissatisfied.

The Committee, under the direction of the Vice President of Operations/Personnel shall review annually the standards, job description, salaries and benefits of the staff, making recommendations to the Executive Board. The Vice President of Operations/Personnel may contribute evaluation questions regarding the staff to the Committee's annual evaluation form.

Section 5.12.3 Dissatisfactory Performance Review – If the Committee should determine that a staff member's performance is dissatisfactory, the Committee shall investigate the areas of concern with the aid of a professional facilitator. The Committee, through the Vice President Operations/Personnel, shall then make a recommendation to the Executive Board concerning the situation.

Section 5.12.4 Hiring – When Staff vacancies occur, the Committee, under the direction of the Vice President of Operations/Personnel, shall be responsible for locating and recommending a candidate to the Executive Board. During Hiring, the Teachers are to be included on the Committee as non-voting members.

Section 5.12.5 When School is out of Session – Should the Committee need to operate in months when school is not in session (for example, to hire a Teacher), the Vice President of Program Coordination shall appoint an Interim Advisory Committee. There shall be 2 members appointed per class. It is recommended but not necessary that each class have two representatives. Should school return to session before the Interim Committee has completed its objectives, it shall continue to operate in parallel with the primary Advisory Committee until the objectives are completed.

Section 5.13 Nominating Committee – There shall be a Nominating Committee appointed annually by March for the purpose of recommending to the General Membership a slate of candidates for the following year's Executive Board. The slate shall declare one or more candidates for each position.

The Committee shall consist of the President (a non-voting member), the Class Coordinators, and one additional member from each class to be selected by the respective Class Coordinator.

The President shall present the Nominating Committee membership to the Executive Board for confirmation at the March board meeting. The President

shall appoint one member of the committee (possibly the President) to act as Chairperson without voting privileges.

The Chairperson shall select one member on the Committee to act as Recorder. Written minutes shall include a list of committee members and nominees. Minutes shall not include discussion of the candidates' qualifications. Attendance of the Nominating Committee meetings is closed to Committee members only. The minutes are to be kept in the President's files.

The President shall distribute forms to the General Membership on which they may nominate themselves or other members for positions on the Executive Board. The President shall collect the responses and present them to the Nominating Committee for discussion.

If any person on the Committee is being considered for an Executive Board position, the Committee Chairperson shall ask the potential candidate to absent him or herself from all discussion of the position.

Persons selected by the committee must be contacted and their willingness to accept the nomination verified before the slate can be finalized.

The final recommended slate of officers nominated by the Committee is to be posted for the General Membership at least one week prior to the April all-school meeting.

ARTICLE VI – PROFESSIONAL STAFF

Section 6.1 Professional Staff – There shall be a professional Staff consisting of one teacher for each class, one of whom shall be Executive Director. The job of Executive Director may also be shared by two (2) or more Staff members. The Staff must meet all Social Services requirements. Teachers are responsible for planning and implementing education programs for the children and the parents in the class. They shall report to the Executive Director on general functioning of their classroom and the school. The hiring and evaluation process for new professional Staff is outlined in Section 5.12, Advisory Committee.

ARTICLE VII – FINANCES

Section 7.1 Fiscal Year – The fiscal year shall be from July 1 to June 30, inclusive.

Section 7.2 Tuition – The rate of monthly tuition shall be established by the Executive Board. Changes in tuition rate, other fees, or special assessments shall require a majority vote of the Executive Board.

Section 7.3 Finance Committee – The Finance Committee shall convene as needed, a minimum of two times per year, once in early winter to determine tuition recommendations for the Executive Board, and once in April to develop a budget for the following year. The Finance Committee shall investigate insurance and taxes. The Finance Committee may also investigate ways of investing contributions in stocks, bonds, mutual funds, etc. The Finance Committee consists of the Treasurer, Director, President, and Fundraising Coordinator. At the April meeting, the newly elected members to these Board positions also attend.

Section 7.4 Financial Aid Committee – Upon receipt of a request for financial aid for tuition, the treasurer will call a meeting of the Financial Aid Committee,

composed of the Treasurer and the President. This Committee shall investigate the request and submit its recommendations to the Executive Board for vote. The Committee shall attempt with good faith to keep the applicant's identity confidential.

Section 7.5 Indebtedness – No indebtedness over \$50.00 other than regular payments provided for in the budget, shall be incurred by the Staff, Officers, or Members without prior approval of the Executive board. Expenditures of any amount (not provided for in the budget) must have an authorizing signature of another Board member, the Director, or a teacher, to be reimbursed.

Section 7.6 Stock Policy – The officers and agents of Sunnymont Nursery School will, upon the receipt of a stock donation, sell it immediately. Exception will be if 3% or more of a company is donated and a specific request from the donor is made to hold it.

ARTICLE VIII – DISSOLUTION

Section 8.1 Dissolution – Dissolution of this Corporation shall require a majority vote of the General Membership. All assets remaining after payment of valid claims shall be distributed by the Executive Board according to Section 2.5.

ARTICLE IX – PARLIAMENTARY AUTHORITY

Section 9.1 Parliamentary Authority – Robert's Rules of Order Revised shall govern the procedure of all meetings of the Executive Board and the General membership of this Corporation, providing they are not inconsistent with the Bylaws and General Rules.

ARTICLE X – AMENDMENTS TO THE BYLAWS

Section 10.1 Adopting, Amending, or Repealing Bylaws – The Bylaws of the Corporation may be adopted, amended or repealed by any of the following:

10.1a By the vote of a majority of the Membership; or the vote of a majority present at a meeting duly called for the purpose, providing there is a quorum.

10.1b By the vote of a majority of the Executive Board, subject to the power of the Members to change or repeal the Bylaws, and provided that the authorized number of elected Executive Board members may not be changed.

Section 10.2 Revising the Bylaws – These Bylaws shall be reviewed by a committee appointed by the President for that purpose at least once every three (3) years.

ARTICLE XI – GRIEVANCES

Section 11.1 Grievances – If grievances cannot be resolved through normal Board channels, through Class Coordinators, etc, a facilitator shall be made available.