

BYLAWS of ASHCREEK PARENT COOPERATIVE PLAYSCHOOL

ARTICLE I – NAME, OFFICES, & PURPOSE

Section 1. NAME The name of this corporation is Ashcreek Parent Cooperative Playschool. The corporation may also operate using the name Ashcreek Playschool.

Section 2. OFFICES The Corporation shall maintain in the state of Oregon a registered office and a registered agent located at the registered office. The Board of Directors may at any time change the location of the registered office and the person designated as the registered agent. The corporation may also have other offices at such places as the Board of Directors may fix by resolution.

Section 3. PURPOSE This Corporation shall be organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1954 or their corresponding future statutes. The purpose of this organization is to establish and operate a preschool to provide a supervised learning and play for preschool children.

Section 4. MISSION We believe in nurturing curiosity, creativity and kindness through play-based learning and parent collaboration. Our mission is to enrich the lives of children, their families, and the community they live in through play-based education, parent education and being active participants in our surrounding community.

ARTICLE II. MEMBERSHIP

Section 1. CLASSES AND VOTING There shall be one class of members of this corporation. Each family membership shall be entitled to one vote per child enrolled on all matters for which a Membership vote is required by the law, the Articles of Incorporation or the bylaws of this corporation. If a family cannot agree on its vote, the vote will not be counted.

In the event that any vote held by the general Membership results in a tie, the current Executive Board will meet following the meeting of the Membership and hold another vote by secret ballot. In the event that the majority of the Executive Board is not present at the general meeting, a vote will be held within one week of the meeting to determine the outcome. The President will not vote in this vote by the Executive Board to break a tie in general Membership voting, unless there is a tie by the remaining members of the Executive Board.

Section 2. QUALIFICATIONS Membership in this corporation is open to the parent(s) or duly appointed guardians of children enrolled in this preschool, who accept the duties and responsibilities of membership. Membership shall be available without regard to race, color, creed, or national or ethnic origin.

Section 3. EXPULSION, TERMINATION, OR SUSPENSION A member may be expelled, with or without cause by majority vote of the Executive Board. The Executive Board must then give the member at least 15 days' written notice of the expulsion and the reasons for the act. The member shall be given an opportunity to be heard by the Executive Board or its designated agent, orally or in writing, at least 5 days before the effective date of expulsion. The written notice of the expulsion shall be given by first class or certified mail, sent to the last address of the member shown in the corporation's records. The decision of the Executive Board or its designated agent shall be final, and shall not be subject to any review or appeal by any court or other persons.

ARTICLE III - OFFICERS

Section 1. EXECUTIVE BOARD The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, and Registrar (here in called the "Executive Board").

Section 2. BOARD The Board of Directors shall consist of 5-13 members, the 5 elected officers of the Executive Board: President, Vice President, Secretary, Treasurer, Registrar and at least the Following Positions: Class Representatives, Fundraising Chair, Maintenance Chair, PCPO Representative, and Director (non-voting) (The Executive Board plus the other positions are here in called the "Board of Directors"). Officer positions can be shared. One or more individuals may share any Board position. If a position is shared among two or more individuals, than the duties of that of that position shall be divided among all such individuals. The division of the duties of all shared positions shall be stated in writing and maintained by the Secretary. Any such documents shall be made available to all members that request a copy.

Section 3. TERM OF OFFICE Each officer will hold office for one year, or until his/her successor has been elected. A person may serve a maximum of 2 consecutive years in any one office. In the event that an officer is elected into the position mid-year, he/she will be allowed to run for and serve in that position for two additional years thereafter, with the approval of the Board. A person having served 2 consecutive terms may serve an additional single term in that same position if there are extenuating circumstances as determined by the Executive Board. Once the Executive Board has determined that there are extenuating circumstances, they will bring a vote to the general Membership to allow this person to serve a third term. This vote may be included with the slate of officers. Board Members will assume their official duties at the last board meeting of the year, after the outgoing Board Members have completed their business and turned the meeting over to the new Board.

Section 4. QUALIFICATIONS All newly elected Board members shall be seated and eligible to vote at the first Board meeting in June of the year they are elected. To ensure that officers understand the unique goals of the corporation, officers must be members of the corporation. If the Executive Board finds that there are extenuating circumstances they may approve a one-term exception allowing an officer to be a former member of the corporation. This proposed former member officer may be included with the slate of officers offered to the general Membership. There will be no compensation for this former member officer.

Section 5. NOMINATIONS AND ELECTIONS Officers will be elected by the general Membership at the Spring General Meeting. The Nominating Committee shall nominate for the Board's consideration persons to serve in the following capacities for the applicable terms of office as indicated below: President, Vice President, Secretary, Treasurer, Registrar, Class Representatives, Maintenance Chair, Fundraising Chair, and PCPO Representative. At the recommendation of the Nominating Committee and Executive Board, and upon approval by the Board of Directors, the President and Vice President may serve a second consecutive one-year term. At the February regular Board meeting, the Nominating Committee shall present to the Board for its approval a slate of candidates for election of the Executive Board and Board by vote of the Membership. Each candidate must be a member in good standing who has agreed to accept the responsibility of the position. A person may only hold one Board position at a time, unless extenuating circumstances exist in which case, the Executive will bring this to a vote at the general Membership meeting. If an individual holds more than one position, they will only be allowed one vote at the Board of Directors meetings. If another Member decides they would like to take on the responsibility of the Board position, the Board Member would work to transfer responsibility to said Member in a timely manner. If there is any disagreement over which position to give up, the Executive Board shall call a Special Meeting of the Membership in order to vote for said Board Members.

Section 6. DUTIES The duties of the Board of Directors shall manage the affairs of the corporation, create and approve changes and/or additions to policies, creating standing and temporary Committees, prepare and submit a budget to the Membership, approve any expenditure over budget that are either 10% over budget or greater than \$50 over budget, and prepare reports and recommendations to the Membership. The Board of Directors shall be responsible for establishing procedures and policies, which shall be maintained in a policy manual. The manual shall be reviewed annually and revised as necessary.

Board of Directors – All Board Members shall:

- A. Unless excused by the President, a member of the Board of Directors who is absent for three meetings in a twelve month period of the Board may, by vote of the majority, be removed from the Board
- B. Perform the duties prescribed in the Bylaws and any additional duties, which may be assigned to them from time to time
- C. Be responsible for all appropriate correspondence and acknowledgements within their area of responsibility
- D. Deliver to their successor all papers, files, and records pertaining to their duties and responsibilities at the final Members Meeting of the School year, or in case of the Treasurer, at the end of the fiscal year (June).

Executive Board – All Executive Board Members shall do all of the duties above for Board Members, and:

- A. May be assigned signers on the bank account
- B. Have the power to make all decisions regarding issues of a confidential nature, including all items relating to budget, employment, membership finances and transfers to and from prudent reserves
- C. May also make decisions between Board Meetings where time is of the essence. Exceptions to policy can be made on a case-by-case basis

PRESIDENT - The President shall:

- A. Be the executive officer of the corporation
- B. Preside over all meetings of the Board and Membership
- C. Oversee the financial affairs of the corporation
- D. Coordinating and supervising all business activities and details that are necessary for the operation of the preschool the direction of the Board of Directors
- E. Appointing and monitoring committees as necessary
- F. Co-signing all checks with the Treasurer or other designated board member on the bank account
- G. Attending necessary meetings and workshops related to the operations of the cooperative preschool.
- H. See that all orders and resolutions of the Board of Directors are carried into effect
- I. Have any of the powers and duties as may be prescribed by the Board of Directors

VICE-PRESIDENT - The Vice-President shall:

- A. Aid the President in the performance of their responsibilities
- B. Perform such further duties as may be designated by the Board of Directors
- C. Assume responsibilities of the President in the President's absence
- D. Tracks employee PTO and manages any issues regarding employee contracts
- E. Reviews financial records with the President and Treasurer
- F. Coordinates with and oversees the person designated as PCPO Representative
- G. See that a program is prepared for the General Membership Meetings

SECRETARY - The Secretary shall:

- A. Have overall responsibility for all record keeping
- B. Perform, or cause to be performed, the following duties:
 - a. Official recording of the minutes of all proceedings of the Board of Directors and General Membership Meetings and actions and are available for the membership to view
 - b. Provision for notice of all meetings of the Board of Directors and Members
 - c. Responsible for monthly newsletter from the Board and Teachers, or coordinating with the Director to ensure the distribution of a monthly newsletter
 - d. Maintain copies of sign-in sheets (for 2 years) and any records required to be maintained for appropriate time periods
 - e. Ensures the school has all insurance paperwork ready to disperse in event of an accident
 - f. Checks the mail and takes care of any necessary correspondence
 - g. Prepare Handbook for distribution
 - h. Any other duties as may be prescribed by the Board of Directors
 - i. Oversees the person(s) designated as Teacher Support
 - j. Oversee the person(s) designated as Communications

- C. In the case there is no PCPO Representative, the Secretary shall:
 - a. Ensures all PCPO meetings are attended and reports are given to the Board during meetings
 - b. Ensures all PCPO standards are met
 - c. Updates PCPO and insurance regarding all events

TREASURER - The Treasurer shall:

- A. Have overall responsibility for all corporate funds
- B. Perform or cause to be performed the following duties:
 - a. Keeping of full and accurate accounts of all financial records of the corporation
 - b. The deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors
 - c. Oversees payroll management
 - d. The disbursement of all funds when proper to do so
 - e. Making financial reports as to the financial condition of the corporation to the Board of Directors
 - f. Tracks any tuition credits
 - g. Pays payroll, state, and federal taxes
 - h. Oversees the person(s) designated as Inventory/Purchasing
 - i. Oversees the person(s) designated as Bookkeeper
 - j. Any other duties as may be prescribed by the Board of Directors

REGISTRAR - The Registrar shall:

- A. Be responsible for maximizing enrollment and receiving all inquires, applications, and registrations for membership
- B. Arranges tours for families as needed
- C. Plans open house in February
- D. Collect complete membership information
- E. Disperse as appropriate; and prepare membership rosters for distribution
- F. Oversee the scheduler, who maintains class schedule
- G. Collects any immunization records required
- H. Maintain all student records.
- I. Oversees the person(s) designated as Assistant Registrar

FUNDRAISING CHAIR – The Fundraising Chair shall:

- A. Oversee the Fundraising Committee
- B. Oversee the person(s) designated as Grant Writer
- C. Create and manage fundraising events as approved by the Board
- D. Ensure all members of the school are informed about the fundraisers
- E. Ensure that that Fundraising Committee listen to and respond to the membership regarding fundraising ideas
- F. Ensure members know the rules of the school for running a fundraiser
- G. Track family contribution commitment
- H. Notify families mid-year and at end of year of balance remaining in family contribution
- I. Coordinate with Treasurer to send out invoices at the end of the school year to collect on remaining balance of family contribution

PCPO REPRESENTATIVE – The PCPO Representative shall:

- A. Attend PCPO monthly meetings and report back to the rest of the Board
- B. Track PCPO requirements and other requirements for the organization to make sure regulations are being followed
- C. Updates PCPO and insurance regarding all events

MAINTENANCE CHAIR – The Maintenance Chair shall:

- A. Oversee the Maintenance Committee
- B. Oversee the person(s) designated as the Garden Manager
- C. Oversee the person(s) designated as Laundry Parent
- D. Responsible for updating classroom cleaning schedule in coordination with the Director, as needed
- E. Responsible for scheduling parent shifts for mid-year school cleaning, in coordination with the Director
- F. Responsible for sending reminders about cleaning/laundry dates and verifying any buyouts are paid and substitutes are scheduled – including towels and dress up clothes.
- G. Responsible for working on projects to enhance the outdoor space and classroom
- H. Coordinate with the Garden Manager to ensure the garden is tended to
- I. May also be asked to maintain or repair school property and furniture. (Note: Does not include building maintenance or grounds keeping of MHCC property)

CLASS REPRESENTATIVE(S) – The Class Representative(s) shall:

- A. Provides communication to the class and to the board as needed
- B. Help orient new families to the classroom and the school as a whole
- C. Work with the teacher to support planned activities (i.e. requesting needed items from families)
- D. Help arrange services for families in need (i.e. schedule meals for families after surgeries or medical emergencies, births, or deaths)
- E. Maintains a participation checklist of all class members to ensure they are fulfilling requirements, including participation in school opening and closing week, attendance at orientation and business meetings, and other mandatory parent responsibilities
- F. Other duties include organizing any teacher gifts with the class (i.e. holiday, end-of-year, auction catalog or yearbook pages, etc.).
- G. Oversees the person(s) designated as Scheduler
- H. Oversees the person(s) designated as Events Coordinator
- I. Oversees the Memory Book Committee

DIRECTOR – The Director shall:

- A. Be a paid staff member
- B. Be a non-voting member of the Board of Directors
- C. Be a steward of the school teaching philosophy, ensuring the philosophy is communicated to parents, ensuring all classes and programs are being run in accordance with our written philosophy and Mission Statement
- D. Provide continuity to the business and support board members as they transition in and out of their roles. Director should be aware of annual requirements and essential duties of Board members to check in as needed and ensure that important business management tasks are being done. If Director has concerns that requirements assigned to specific board members are not on track to be completed on time they should report to other members of Executive Board.
- E. Has authority to review curriculum plans by other teachers and provide guidance as necessary. Any concerns or conflicts about curriculum matters that cannot be resolved should be taken to the Executive Board
- F. Maintains PCPO membership in good standing
- G. Monitors PCPO activities and workshops and facilitates teacher and parent involvement as applicable
- H. Distribute a monthly newsletter to the Membership, including but not limited to parent education, insight into the months curriculum, important dates, and teacher wishes
- I. Director is responsible for maintaining and strong parent education program. This shall include, at a minimum:
 - a. Presenting parent education training at all Business Meetings and Parent Orientation
 - b. Making resource library available to parents
 - c. Providing Parent Education information at least once monthly (may be emailed articles, printed handouts, or instructional information for parent teaching)
- J. Support teachers in the planning and facilitation of parent teacher conferences annually. Participate in and assist with specific conferences as needed
- K. Oversee general classroom cleaning and maintenance, coordinating with the Maintenance Chair as available
 - a. Creating daily cleaning schedule for parent teachers and providing necessary instruction.

- b. All other ongoing and daily cleaning shall be the responsibility of the Director
- c. Periodic deep cleaning work shifts as required in Parent Responsibility agreement shall be planned and scheduled by Director.
- L. Coordinate with other staff to provide purchasing requests on a monthly basis to Purchasing Manager
- M. Coordinate with providers from county services for students with developmental delays
 - a. Integrate materials or activities and new curriculum provided from county services for individual students as recommended
 - b. Provide support to other Teachers for conference planning and assist with any parent conferences as needed.
- N. Director shall serve as the liaison to the property owners. Responsible for seeking approval for any changes to the indoor and outdoor space and providing a written record (email or other) of approval to the Secretary of the Board
- O. Director has the authority to sign the annual lease agreement **only after the amount of the contract has been approved by the Budget Committee**

Section 7. REMOVAL Any and all Executive Board members may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of officers. The Executive Board can suspend an officer and appoint a new person to serve until the next General Meeting if necessary. A Board Member may be removed from the Board, with or without cause, by the Executive Board, who shall then notify the Board Member.

Section 8. VACANCIES Vacancies will be filled temporarily by a majority vote of the Executive Board until the next Board Meeting. At the next board meeting, the position will go to vote to the entire Board. Those elected shall complete the unexpired term of the Director they replace.

Section 9. SALARY Board members shall not receive any salaries for their Board services, but may be reimbursed for expenses related to Board services.

Section 10. CONTINGENCY – If at any time the contents of article III cannot be performed as explicitly stated in these bylaws the board members will take actions that follow the intent of the articles to the best of their abilities until which time that they can be in compliance with this article.

ARTICLE IV. MEETINGS

Section 1. GENERAL MEETINGS General meetings of the members of this corporation will be scheduled by the Board of Directors. There will be at least two meetings annually in addition to the Annual Meeting. These meetings will consist of general business and parent education opportunities.

Section 2. THE ANNUAL MEETING The Annual Meeting shall be held in the last quarter of the school year, the Board of Directors will schedule the specific date and time.

Section 3. SPECIAL MEETINGS Special meetings of the members of this corporation may be called by the President, by the Board of Directors, or by petition of no less than 40% of the members by a demand signed, dated, and delivered to the corporation's secretary. Such demand shall describe the purpose of the meeting.

Section 4. QUORUM AND VOTING Those members present at an annual, general or special meeting constitute a quorum. Action is taken by an affirmative vote of a majority of members with one vote per child enrolled unless the bylaws or the law provide differently.

Section 5. PROXY VOTING There shall be no voting by proxy.

Section 6. ITEMS REQUIRING VOTE OF THE MEMBERSHIP Members will vote on a budget, election or removal of elected officers, a decision to merge, sell or dissolve the corporation, and whether to adopt, amend or repeal Articles or Bylaws.

Section 7. NOTICE Notice of the meetings of the general membership shall be given to each member at least 7 days before the meeting via the member handbook, telephone, school newsletter, first class mail or other notice distributed through the school communication procedure. The notice shall include the date, time, place and purpose of the meeting.

Section 8. BOARD MEETING Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of the date, time and place of the meeting shall be made.

Section 9. BOARD SPECIAL MEETINGS Special meetings of the Board shall be held at the time and place to be determined by the Board. Notice of special meetings of the Board describing the date, time, place, and purpose of the meeting, shall be delivered to each Board member personally, by telephone, by email, or by mail and posted to inform the general membership not less than two days prior to the special meeting. A special meeting of the Board may be called by the president or by 20% of the Directors in office.

Section 10. BOARD QUORUM AND VOTING Prior to voting at a Board meeting, 2/3 of the total Board members specified in the bylaws must be in office. A quorum at a Board meeting shall be a majority of the Board members in office at the time of the meeting. If a quorum is present, action is taken by the affirmative vote of a majority of members present. Where the law requires the affirmative vote of a majority of the directors in office to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, such action is to be taken by that majority as required by law.

Section 11. BOARD MEETINGS BY TELECOMMUNICATION Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Board members can hear each other.

Section 12. ACTION BY CONSENT Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Board members.

Section 13. CONFLICT OF INTEREST A transaction in which a Board member has a conflict of interest may be approved in advance by a vote of the governing Board or a committee of the governing Board if the material facts of the transaction and the Board member's interest are disclosed or known to the governing Board or a committee of the governing Board. Only those Board members not having a conflict of interest may vote on the transaction.

ARTICLE V. COMMITTEES

The Board of Directors may establish committees, as it deems necessary and desirable.

Section 1. BUDGET COMMITTEE This committee shall consist of, but is not limited to, the President, Treasurer, and Registrar. They will be responsible for creating a financial plan for the corporation.

Section 2. SCHOLARSHIP REVIEW COMMITTEE This committee shall consist of the President, Treasurer and one other Board member, excluding the Registrar.

Section 3: NOMINATING COMMITTEE The Nominating Committee shall consist of the President, Vice President, and three additional Board members, appointed by the President, subject to the approval of the Executive Board and ratification by the Board. The Vice President shall serve as the President of the Nominating Committee. The Nominating Committee shall nominate for the Board's consideration persons to serve in the following capacities for the applicable terms of office as indicated below: EXECUTIVE BOARD: President, Vice President, Secretary, Treasurer, Registrar BOARD POSITIONS: Class Representatives, Maintenance Chair, Fundraising Chair, and PCPO Representative

At the recommendation of the Nominating Committee and Executive Board, and upon approval by the Board of Directors, the President and President-Elect may serve a second consecutive one-year term. At the February regular Board meeting, the Nominating Committee shall present to the Board for its approval a slate of candidates for election of the Executive Committee and Board by vote of the Membership. Each candidate must be a member in good standing who has agreed to accept the responsibility of a Director.

ARTICLE VI. CORPORATE INDEMNITY OF OFFICERS AND BOARD MEMBERS

This corporation will indemnify its officers and directors to the fullest extent of the law.

ARTICLE VII. AMENDMENTS TO THE BY-LAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Members by an affirmative vote of a majority of members present. Prior to the adoption of the amendment, each member shall be given at least 7 days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

ARTICLE VIII. DISSOLUTION

In case of dissolution of Ashcreek Parent Cooperative Playschool, the assets shall be donated to Parent Cooperative Preschools of Oregon (PCPO).