

## **Your Preschool Bylaws: The Top 10 Things to Know**

The copy of our Bylaws included in the following pages is for your information as a member of Portland Tillamook Preschool, and you are encouraged to read it carefully. Because these legal documents can be overwhelming, here is a list of key things everyone should know:

- We are a non-profit corporation under Oregon law: Article I
- All parents are members of the corporation; each family has one vote: Article III, Section 1
- Members can be placed on probation or expelled with written notice and opportunity for a hearing: Article III, Section 3
- A minimum of 25% of voting members is required at any meeting of members: Article IV, Section 5
- The Board of Directors is approved by members to run the corporation: Article V, Section 1
- The Board members are approved at the April General Meeting and serve for one year: Article V, Sections 2 and 3
- Any (or all) Board members may be removed from office by a majority vote of members: Article V, Section 4
- The Board is responsible for the hiring, salary, supervision and firing of the teacher: Article IX
- The budget for the following school year is submitted to membership for approval each spring: Article X, Section 2
- The Bylaws can be revised by the Board: Article XI

## **Bylaws of Portland Tillamook Preschool, Inc. An Oregon Non-Profit Corporation**

### **ARTICLE I — 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 to be 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.

This corporation's primary purposes shall be to provide preschool education for children with continuity from home life to school life through the cooperative efforts of parents, children and teacher(s).

### **ARTICLE II — Offices**

The principal office of the corporation shall be located at the President's home address.

### **ARTICLE III — Members**

#### **Section 1. Classes and Voting**

The corporation shall have one class of members, which shall consist of the parents and/or legal guardians of those children enrolled in the preschool operated by this corporation; and the teacher of the preschool. Each member, except for the teacher, shall accept the duties and responsibilities of membership as evidenced by signing a parent agreement. Each family group of members shall have one vote and shall designate one member (which may change from time to time) to vote, who will be referred to in these bylaws as the "voting member." The teacher and President of the Board shall not vote. If the teacher has one or more children enrolled in the preschool, the teacher and the teacher's family group shall have a total of one vote. In the event of a tie, the President shall be allowed to vote to break the tie.

Each voting member shall be entitled to vote on all matters for which a membership vote is required by law, the Articles of Incorporation, or the bylaws of this corporation, and other matters required by the Board of Directors.

#### **Section 2. Qualifications**

Membership shall be available without regard to race, color, creed, national or ethnic origin, religion, gender, sexual orientation, family composition or disability.

No person may be a member of Portland Tillamook Preschool if they have been convicted of or are under indictment for any felony, crime involving violence or sex-related crime involving a minor.

The membership year is from August 1 to July 31. Membership becomes effective upon signing of the parent agreement. Prospective members wishing to serve on the Board of Directors may sign the parent agreement before August 1 in order to

be elected by the members and serve in a Board position whose term begins May 1st.

Each parent, legal guardian and teacher shall provide the Membership Coordinator with a current mailing address and telephone number, which may be used by the corporation for the purpose of providing such parent, legal guardian and teacher with notices of meetings of members, the Board of Directors, committees or any other business of the corporation of the preschool.

### **Section 3. Probation or Expulsion**

After providing a member with reasonable written notice and an opportunity to be heard either orally or in writing, a member can be placed on probation or have their membership terminated upon a determination by the board of directors. Reasons for such probation or expulsion may include, but are not limited to, non-compliance of policies and procedures outlined in the parent agreement and parent handbook of Portland Tillamook Preschool Co-op ("co-op"). Probation or expulsion procedures consist of: a verbal warning given to the member followed by a written warning if the member has not become compliant. If non-compliance continues, the board of directors may give the member 15 days' notice of expulsion sent in writing via first class or certified mail to the last known address of the member shown in the corporation's records. The decision of the Board or its designated agent shall be final, and shall not be subject to any review or appeal by any court or other persons. A member who has been expelled may be liable to the co-op for dues or fees incurred prior to the expulsion. All rights of a member in the co-op shall cease upon termination of membership as herein provided. Expelled families may not be readmitted at any time to the co-op.

### **Section 4. Membership Records**

Portland Tillamook Co-op Preschool ("co-op") may keep membership records containing the names, birth dates, addresses and other pertinent information for each member family. Termination of a member, and records pertaining to said termination, may be retained indefinitely by the co-op in a confidential manner.

### **Section 5. Non-liability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

## **ARTICLE IV — Meetings of Members**

### **Section 1. Annual Meeting**

The annual meeting of the members of this corporation shall be held in April at the preschool, or at another date, time and place designated by the Board of Directors. The annual meeting shall include the election of Directors of the corporation.

### **Section 2. Regular Meetings**

Regular, or "general," meetings of the members shall be held approximately once a month during the months that the preschool is in session at times and places to be designated by the Board of Directors.

**Section 3. Special Meetings**

Special meetings of the members of this corporation may be called at any time by the President, by the Board of Directors, or by petition of no less than one-quarter of the voting members by a demand signed, dated and delivered to the corporation's secretary. Such demand shall describe the purpose of the meeting.

**Section 4. Notice**

Notice of the annual meeting shall be given or caused to be given in writing by the Secretary, or other person designated by the Board of Directors. Notice shall be given either personally or by mail, to each member at the address of such member as shown by the records of the corporation. Such notice shall be given at least 10 days before such annual meeting, and shall include the date, time and place of the meeting.

Notice of all other meetings of the members shall be given or caused to be given by the President or Board of Directors. Notice of such regular meetings shall be given to each member via one or more of the following means: school calendar, telephone, school newsletter, hallway bulletin boards or children's cubbies. The notice shall include the date, time and place of the meeting.

Notice of the following must be given personally or by first-class mail seven days prior to the meeting and must include a description of the proposed action: dissolution of the corporation, merging, indemnification, amending articles of incorporation, conflict of interest situations and selling assets.

**Section 5. Quorum and Voting**

Twenty-five percent of voting members shall constitute a quorum for transaction of business at any annual, regular or special meeting of the members. The affirmative vote of a majority of the voting members present shall be necessary and sufficient for the adoption of any matter voted upon by the members, including the election of Officers and Board members. The President shall adjourn the meeting if there is not a quorum.

**Section 6. Proxy Voting**

There shall be no voting by proxy.

**ARTICLE V — Board of Directors****Section 1. General Powers**

The business affairs of this corporation shall be managed by its Board of Directors, which shall have and may exercise the powers conferred upon the corporation by law, subject to the limitations contained in the Articles of Incorporation and these Bylaws. The Directors shall in all cases act as a Board, and they may adopt such rules and regulation for the conduct of their meetings and the management of the business affairs of the corporation as they may deem appropriate, not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law.

Decisions made by the Board pertaining to the management of the corporation may be overridden at a meeting of the members called expressly for that purpose by a vote of a majority of the voting members attending such meeting.

### **Section 2. Number of Directors**

The number of Directors constituting the Board, other than the initial Board, shall be 11, and each Director shall also serve as an Officer.

### **Section 3. Qualifications, Manner of Selection, and Terms of Office**

Directors shall be approved by the voting members at the April annual meeting, or at a subsequent regular or special meeting, to fill the offices designated in Article VII, and each such Director shall serve for a term of one year. Each Director shall serve for the term for which he or she shall have been elected, and until a successor shall have been elected.

A Director shall be a member of this corporation. A person may serve a maximum of two consecutive years in any one office. More than six months in an office shall be considered as a year in that office.

A nominating committee will be appointed by the Board of Directors to present a slate of Officers no less than 10 days before the April annual meeting. Nominations will also be taken from the floor at previous regular meetings.

### **Section 4. Vacancies, Resignation, and Removal**

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the membership, as provided in Article IV, Section 5 of these Bylaws. A Director so elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The Directors may fill a vacancy temporarily by majority vote, but only until the next scheduled regular meeting of members.

Any Director may resign at any time by giving written notice of such resignation to the President, which resignation shall be effective upon receipt by the President. In the event that the President resigns, written notice shall be given to the Secretary.

Any Director may be removed, with or without cause, at a meeting of the members called expressly for that purpose by a vote of a majority of the voting members attending such meeting. The meeting notice must state that one of the reasons for the meeting is the removal of the elected Board member.

The Board may by a two-thirds vote suspend a Director from his/her office and appoint a new person to serve, but only until the next scheduled regular meeting of members.

Resignation, suspension, or removal as a Director shall constitute resignation, suspension, or removal as an Officer, and vice versa.

## **ARTICLE VI — Meetings of Directors**

### **Section 1. Annual Meeting**

An annual meeting of the Directors shall be held prior to the end of the fiscal year. Notice of such meeting shall be given or caused to be given by the President to each Director.

### **Section 2. Regular and Special Meetings**

Regular meetings of the Board of Directors shall be held approximately each month at the times and places to be designated by the President.

Special meetings of the Board of Directors may be called at any time by the President.

Notice of such regular or special meetings shall be given or caused to be given to each Director by the President in the manner provided for the giving of notice of regular or special meetings of the members.

### **Section 3. Quorum**

A majority of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board, except where a greater number is specifically required by the Articles of Incorporation, these Bylaws, or any applicable law. Every act or decision of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be valid as the act or decision of the Board of Directors.

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 4. 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 participate.

### **Section 5. No Salary**

The Board of Directors of this corporation shall not receive any salaries for their Board services, but may be reimbursed for expenses related to Board expenses.

### **Section 6. Action by Written 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 7. 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 Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the Board member's interest

are disclosed or known to the Board of Directors or a committee of the Board. Only those Board members not having a conflict of interest may vote on the transaction.

### **Section 8. Committees**

The Board of Directors may establish such committees as it deems necessary and desirable. Such committees are advisory, and may not exercise functions of the Board of Directors.

## **ARTICLE VII — Officers**

### **Section 1. Number and Titles**

The Officers of the corporation shall be the following:

President,  
Vice President/PCPO Rep,  
Treasurer,  
Secretary,  
Membership Coordinator,  
Jobs Coordinator,  
Teacher,  
Two-day Class Representative,  
Three-day Class Representative,  
Anti-bias/Parent Education Coordinator,  
Fundraising Chair

and such other Officers as may be designated and appointed from time to time by the Board of Directors in accordance with these Bylaws.

### **Section 2. Duties of Officers**

#### **a. President**

The President shall be the executive officer of the corporation, and shall preside at all meetings of the Board of Directors and of the members. The President shall prepare the agenda for each meeting of the Board of Directors, and of each meeting of the members, after consultation with the teacher(s); shall act as a clearinghouse for the receipt and dissemination to members of information pertinent to the business of the corporation and the operation of the preschool; shall give or cause to be given notice of all meetings of the Board of Directors and of the members in accordance with these Bylaws; shall, in consultation and monitor the operation of committees of the Board or of the members, and shall perform such other duties as may be necessary from time to time to ensure the efficient and proper conduct of the business of the corporation and the operation of the preschool, which duties are not in conflict with the Articles of Incorporation, these Bylaws, any applicable laws, or the actions of the members of this corporation.

#### **b. Vice President**

The Vice President shall support the President in his/her duties as outlined in Section 2a, as training for potential succession to the President. The Vice President

will perform the duties of the PCPO representative as outlined in the Parent Handbook; and shall perform such other duties as may be required from time to time by the Board of Directors or by the members.

**c. Treasurer**

The treasurer shall have overall responsibility for all corporate funds and shall perform or cause to be performed the following duties: keeping of full and accurate accounts of all financial records of the corporation; providing the President with monthly statements for the President's review; depositing all moneys 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; disbursing of funds when proper to do so; making financial reports as to the financial condition of this corporation to Board of Directors; using a payroll service to handle the teacher's paycheck and appropriate taxes; assisting the President from time to time to negotiate the contract of the teacher(s), and to determine annual budgets; and such other duties as may be required from time to time by the Board of Directors or by the members.

**d. Secretary**

The Secretary shall take minutes of each meeting of the Board of Directors and of the members, and shall transcribe, duplicate, and make them available to the Directors and to the members one week prior to the next meeting of the Directors or the members; shall maintain a record of the minutes of all such meetings and of any other actions of the Board or of the members; and shall perform such other duties as may be required from time to time by the Board of Directors.

**e. Membership Coordinator**

The Membership Coordinator shall enroll new members of the corporation and provide all members with the preschool handbook; shall keep and maintain a current list of the members of the corporation, which roster shall include the name, address, and telephone number of each member and the name and date of birth of each student enrolled in the preschool; shall recruit new members when openings in the preschool occur; shall keep and maintain a list of the names and addresses of all former students of the preschool; and shall perform such other duties as may be required from time to time by the Board of Directors or by the members.

**f. Jobs Coordinator**

The jobs Coordinator shall have the responsibility of assigning, revising, and overseeing the jobs and committee positions performed by the preschool's members, and shall perform such other duties as may be required from time to time by the Board of Directors.

**g. Teacher**

The Teacher shall perform the duties as provided in the current year's Teacher's contract, as approved and executed by the Board of Directors.

**h. Two-day Class Representative**

The Two-day Class Representative shall act as liaison between the Board and the members whose children are enrolled in the two-day (Tuesday-Thursday) class; shall lead any two-day class meetings; as such duties are outlined in the Parent Handbook; and shall perform such other duties as may be required from time to time by the Board of Directors or by the members.

**i. Three-day Class Representative**

The Three-day Class Representative shall act as liaison between the Board and the members whose children are enrolled in the three-day (Monday-Wednesday-Friday) class; shall lead any three-day class meetings; as such duties are outlined in the Parent Handbook; and shall perform such other duties as may be required from time to time by the Board of Directors or by the members.

**j. Anti-bias/Parent Education Coordinator**

The Anti-bias/Parent Education Coordinator shall act to ensure the ongoing commitment to an Anti-bias approach at the school. This includes participants in the school working cooperatively to establish norms of behavior and language which are respectful and welcoming of all people regardless of race, religion, class, ethnicity, disability, sexual orientation, family composition and gender; offering regular school community education which informs all participants of the meaning and content of the Anti-bias curriculum and encourages members of the community to “unlearn bias”; acting as a liaison and mediator on issues concerning diversity and bias; acting as a consultant to the teacher on materials and curriculum; and evaluating accessibility and inclusiveness of the school for all groups of people. The Anti-bias/Parent Education Coordinator shall also coordinate parent education on other topics of interest by soliciting suggestions and arranging for speakers or presentations at General Meetings of the membership. The Anti-bias/Parent Education Coordinator shall act as a liaison between the Teacher and membership on curriculum and/or classroom issues.

**k. Fundraising Chair**

The Fundraising Chair shall coordinate, plan, and implement all aspects of the fundraising activities of the preschool; research and implement new fundraisers as necessary; initiate grant proposals or other donations to the preschool as necessary; work with fundraising committee through meetings, email, or phone calls; work with treasurer on all monetary transactions; work with scrip team regularly; offer help as needed; attend all fundraising events in their entirety; report to the membership at general meetings and enlist help as needed; report on all fundraising activities as necessary at Board meetings.

**Section 3. Vacancies, Resignation, and Removal**

Any vacancy occurring in the Officers may be filled by the affirmative vote of the voting members, as provided in Article IV, Section 5 of these Bylaws. An Officer so elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The Directors may fill a vacancy temporarily by majority vote, but only until the next scheduled regular meeting of members.

Any Officer may resign at any time by giving written notice of such resignation to the President, which resignation shall be effective upon receipt by the President. In the event that the President resigns, written notice shall be given to the Secretary.

Any Officer may be removed, with or without cause, at a meeting of the members called expressly for that purpose by a vote of a majority of the voting members attending such meeting. The meeting notice must state that one of the reasons for the meeting is the removal of the elected Officer.

The Board may by a two-thirds vote suspend an Officer from his/her office and appoint a new person to serve, but only until the next scheduled regular meeting of members.

Resignation, suspension, or removal as an Officer shall constitute resignation, suspension, or removal as a Director, and vice versa.

### **ARTICLE VIII — Corporate Indemnity of Officers**

This corporation will indemnify its Officers and Directors for all actions and omissions to the fullest extent of the law.

### **ARTICLE IX — Employees**

The Board of Directors shall hire, supervise, direct, pay and have the authority to fire, a teacher or teachers for the preschool. The qualifications, salary and fringe benefits, if any, of such teacher or teachers shall be determined by the Board of Directors.

The Board of Directors shall have authority to hire, supervise, direct, pay and fire such other employees as may be necessary to conduct the business of the corporation and to operate the preschool; provided, however, that such other employee positions shall have first been authorized by the members of the corporation.

### **ARTICLE X — Fiscal Year and Budget**

#### **Section 1. Fiscal Year**

The fiscal year of the corporation shall be from July 1 to June 30.

#### **Section 2. Budget**

Prior to the end of the school year, the Treasurer and President shall prepare an operating budget for the corporation which shall be reviewed and approved by the Board of Directors. The budget shall then be submitted to the membership for voting as described in Article IV, Section 5. An affirmative vote shall authorize the Board of Directors to expend funds of the corporation in accordance with such budget. The Board of Directors shall not have the authority to substantially exceed or alter such budget without the prior approval of the members.

**ARTICLE XI — Amendment of Bylaws**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, at any meeting of the Directors of the corporation by a vote of a majority of the Directors in attendance at such meeting.

Prior to the adoption of the amendment, each Director shall be given at least seven 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 XII — Dissolution of the Corporation**

In the event of the dissolution of this corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, donate the assets of the corporation to another organization(s) of like nature which qualifies as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code.

Any such assets not so distributed shall be disposed of by an appropriate court for such purposes.