

## BYLAWS of MILWAUKIE PRESCHOOL (as of: January 9th, 2020)

Article I: The name of this corporation is Milwaukie Preschool, Inc.

### Article II: 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.

### Article III: 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.

This corporation's primary purpose will be: A. To provide a minimally structured environment where preschool aged children can interact with their peers, acquire socialization skills and a readiness for the more structured environment of elementary school, and achieve a sense of individual worth and dignity. B. To provide an opportunity for parents to grow in the understanding of their child's developmental needs.

### Article IV: MEMBERSHIP

#### Section 1. Classes and Voting

There shall be two classes of members of this corporation: member families and community supporters. Each family membership shall be entitled to one vote 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. Community supporters shall have no vote, but can serve as Board members or in other roles in the preschool.

#### 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 and those policies described in "Milwaukie Preschool Policies". Membership also includes the currently employed preschool teacher, whose duties and responsibilities are specified in his/her employment contract. Community supporter memberships shall be available on request for any families or individuals approved by a majority of the Board of Directors. Community supporter members can serve as Board members or in other roles in the preschool.

Membership shall be available without regard to race, color, and creed, and religion, national or ethnic origin.

The entrance age shall coincide with the present Oregon State Law for Preschool admission. Exceptions to the age requirement will be made at the discretion of the Board of Directors.

No person may be a member of Milwaukie Preschool if they have been convicted of or are under indictment for crimes involving violence or force or sex-related crimes involving minors. The board may set additional requirements for membership in the school's policies.

The membership year is from August 1 to July 31.

### Section 3. Resignation

Resignations are to be made in writing 30 days prior to resignation, and given to the President. The President will then inform the Registrar. Any member to resign will be allowed a meeting with the Board of Directors.

### Section 4. Expulsion, Termination or Suspension

A member may be expelled, with or without cause, the Board of Directors after giving the member at least 15 days written notice of the Expulsion and the reasons for the act. The members shall be given an opportunity to be heard by the Board of Directors 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 Board of Directors or its designated agent shall be final, and shall not be subject to any review or appeal by any court or other persons.

### Section 5. Annual Meeting

The Annual meeting of the members of this corporation shall be held in Spring (April or May) at Milwaukie Preschool. Time will be announced on calendar.

### Section 6. Regular Meeting

Regular meeting of the members of this corporation will be scheduled by the Board of Directors. There will be at least 2 meetings annually in addition to the Annual Meeting.

### Section 7. 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 25% 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 8. Notice

Notice of the meeting of the members shall be given to each member via (e.g. the member handbook, telephone, the school newsletter, school bulletin board, or other notice distributed through the school mail procedure). Notice by first class mail must be at least seven days before the meeting. The notice shall include the date, time, and place of 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 purposed action, dissolution, merging, and indemnification, amending articles, conflict of interest and selling assets.

### Article 9. Quorum and Voting

51% of the membership must be present at an annual, regular or special meeting to constitute a quorum. However, to terminate a teacher's contract, a quorum of 66% of the membership is required.

## Section 10. Proxy Vote

There shall be no voting by proxy.

## Section 11. Items Requiring Vote of the Membership

In accordance with the Articles of Incorporation, members will vote on tuition increases, termination of teacher's contract, dissolving, merging or selling the corporation, and extending membership to those not meeting the qualifications of membership.

## Section 12. Membership Duties

All member families will sign the Membership agreement upon or prior to school enrollment. Member families acknowledge a responsibility to serve as an Officer or, once all positions are filled, engage in equivalent committee participation. At years end all officers and committee chairs will meet with the incoming officer or chair; submit a yearend report summarizing all job-related activities undertaken and any remaining action needed to be completed; and update or create a handbook outlining duties of their position.

## Article V: OFFICERS

### Section 1. Titles

The elected officers of the corporation shall be the President, Vice-President, Treasurer, Secretary, and Registrar.

### Section 2. Qualifications and Election

Officers must be registered members of Milwaukie Preschool. Officers will be elected by the membership at the Spring annual meeting of the members. Each officer will hold office for one year, or until his/her successor has been elected. A nomination committee will be appointed by the Board of Directors to present a slate of officers ten days prior to the Annual Membership meeting. Nominations will also be taken from the floor.

### Section 3. Resignation

Resignations are to be presented in writing to the President who will then inform the Board of Directors.

### Section 4. Removal

Any and all officers may be removed, with or without cause, by a vote of majority of the members entitled to vote at an election of officers. The meeting notice must state that one of the reasons for the meeting is the removal of the elected director. The Board of Directors can, by a 2/3 vote, suspend an officer from his/her office and appoint a new person to serve until a membership meeting is held.

### Section 5. Vacancies

Vacancies will be filled temporarily by a majority vote of the number of board members then sitting on the Board of Directors, with the exception of the president's office, which will temporarily be filled by the Vice-president. At the next meeting of the membership, a vote of the majority will fill the vacancy for the remainder of the year

## Article VI: BOARD OF DIRECTORS

### Section 1. Members

The Board of Directors shall have 8 members, which includes the 5 elected officers, two board participants, and Teacher. All jobs, excluding the Teacher, may be shared, but each member retains only one vote, which may be split if there is no agreement between the persons sharing the position. By a vote of the membership, the Board of Directors may be extended to include representation from the cooperating church and/or enlightened members of the community interested in furthering the aims of the preschool. The Board of Directors positions not elected by the membership are appointed by the elected officers.

#### Section 2. Duties

The affairs of the corporation shall be managed by its Board of Directors who will perform the following duties: employ and supervise teacher(s) and establish salaries; set policies for membership; hear reports from committees and facilitate recommendations if deemed warranted, present to the membership recommended changes to the bylaws, provide for financial solvency of the preschool, approve all expenditures, approve memberships in societies and organizations, memberships share joint roles with the incoming Board of Directors and help with transition, perform any other duties and make policy as necessary for the successful operation of the preschool.

#### Section 3. Term

The term of office for Board members shall be one year. The Board of Directors shall take office following the Spring general meeting.

#### Section 4. Resignation

Resignations are to be presented in writing to the President who will inform the Board of Directors.

#### Section 5. Removal

Board members, other than elected officers, may be removed from the Board with or without cause by a 2/3 vote of the elected officers then in office.

#### Section 6. Vacancies

Vacancies on the Board of Directors will be filled temporarily by a majority vote of the number of board members then sitting on the Board of Directors

#### Section 7. Quorum and Voting

A quorum at a Board meeting shall be 5. 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 8. Regular Meetings

Regular meetings of the Board of Directors shall be held monthly at the time and place to be determined by the Board of Directors. No notice of the date, time, place, or purpose of these meetings is required.

#### Section 9. 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 no 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 then in office.

#### Section 10. Meetings by Telecommunication

Any regular or special meeting of the Board of Directors may be held by telephone, email or other electronic communication, as long as all Board members can participate.

#### Section 11. No Salary

Board members shall not receive any salaries for their Board services.

#### 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 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.

### Article VII: COMMITTEES

#### Section 1. Executive Committee

The elected officers shall constitute the Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings, but may not decide to: terminate a teacher's contract, dissolve, merge or sell the corporation, elect, fill vacancies on Boards, or adopt, amend or repeal Articles or By-laws.

#### Section 2. Standing Committees

Appointed members shall constitute the Standing Committee. Duties and powers of the Standing Committees shall be decided upon by the Board of Directors and coordinated by the Vice President. Standing Committees are working committees designed to facilitate the day to day operation of the preschool.

#### Section 3. Other Committees

The Executive Committee may establish such other committees as it deems necessary and desirable. Such committees are advisory committees. These may include, but are not limited to, the By-Laws Committee, the Nominating Committee, Grievance Committee and the Teacher Selection Committee.

### DUTIES OF OFFICERS AND COMMITTEES

#### PRESIDENT

The President shall be the executive officer of the corporation; shall preside at all meetings of the Board and membership, except for those at which the Vice President presides by request of the President; shall set agenda for all meetings of the Board and membership; shall appoint all committees with the aid of the Board of Directors; shall negotiate the teacher contract with Board approval; shall handle member dispute resolution with the preschool teacher's assistance; shall oversee the financial affairs of the corporation; shall have responsibility for the general management of the corporation under the direction of the Board of Directors; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any of the powers and duties as may be prescribed by the Board of Directors.

#### VICE- PRESIDENT

The Vice-President shall have overall responsibility for the daily functioning of all standing committees, the Grievance Committee, the Bylaws/Policies Committee, and perform or cause to be performed the following duties: ascertain preschool committee needs and how best to meet these needs; organize committees as needed; oversee and act as a resource for committees when questions or problems arise; act as a liaison between committees and the Board of Directors; compile and distribute board of directors roster; distribute, collect and inventory committee notebooks and committee year end reports, follow-up on those missing; fulfill the responsibilities of the President if the president is unable and in case of permanent vacancy replace the President, temporarily, until a vote of the membership can be taken. Further, the Vice-President shall be responsible for creating, with the Teacher's input, a yearly calendar of events and meetings.

#### SECRETARY

The Secretary shall have overall responsibility for minute keeping. The Secretary shall perform, or cause to be performed, the following duties for general and Board meetings: official recording of the minutes of all proceedings; and provision for notice of all meetings of the Board of Directors and members.

#### REGISTRAR

The Registrar shall have overall responsibility for explaining the plan and purpose of the preschool to prospective members, overseeing their enrollment, and perform or cause to be performed the following duties: maintain a waiting list of prospective members; register new members; arrange for observation days for new and prospective parents; issue a list of members to all members of the preschool by the first gathering of the new school year, or following late enrollments; mail and keep a file of all forms; distribute paperwork to appropriate parties; promptly inform the Vice-President of any changes in enrollment and to issue allergy or medical alerts as needed.

#### TREASURER

The Treasurer shall have overall responsibility for all corporate funds, and work with outside bookkeeper and CPA for accurate record keeping. Seek approval from the Board of Directors for all expenditures or additions to expenditures; issue receipts for cash transactions; pay all debts; collect tuition and other fees; inform the President of delinquent payments; maintain bank account; maintain funds for prorated yearly expenses and tax reserve; meet with the President to develop a draft teacher's contract to present to the Board.

## BOARD OF DIRECTORS

PCPO REPRESENTATIVE shall have overall responsibility for representing Milwaukie Preschool at Parent Child Preschools of Oregon (PCPO) meetings, activities, or when performing PCPO related duties. The PCPO Representative shall: attend the monthly PCPO meetings; deliver materials from PCPO to the President for distribution; make a verbal or written report of the meeting to the President before the next preschool Board meeting or within one week's time, whichever is sooner. Include in the report any pertinent information for the school Board such as PCPO deadlines for the preschool and all events for the membership; report back to the membership at regular meetings, in the newsletter, and by bulletin board on any PCPO news or information; provide assistance to the PCPO, its board or committees by sign-up or by communication with the PCPO secretary.

WEBMASTER shall maintain preschool website, updating information as needed. Manage all emails under domain, and assist with troubleshooting issues.

## STANDING COMMITTEES

FUNDRAISING COMMITTEE shall have overall responsibility for supervising and facilitating fundraising activities. The Fundraising Chair shall perform or cause to be performed the following duties: act as the preschool representative for all fundraising efforts; communicate with vendors about all aspects of ordering, including deadlines, prices, pick-up and/or delivery; communicate fundraising information with ample time for fundraising activities; collect monies and record order and financial information; give the Treasurer all fundraising monies for deposit; track non-participating families and ensure they and the Treasurer are aware of relevant opt-out fees; keep records of fundraising progress and report on preschool fundraising goals at Board meetings and to the general membership at regular meetings; create and update records of major fundraising clientele.

MATERIALS COMMITTEE shall have overall responsibility for maintaining and purchasing school supplies, working within the budget approved by the Board. The Materials Committee shall assist Teacher in preparation of classroom materials each month and pick up supplies ordered by Teacher request; be responsible for supplying fresh play-dough each month, or more often at Teacher request; post sign-up sheet for food, supplies and decorations needed for activities; maintain school library and coordinate parents' purchase of book orders; work with the Outdoor and Safety Committee to set goals for repairing or replacing playground materials. Coordinate cleanup days to clean, repair, organize and discard classroom materials.

FIELD TRIP REPRESENTATIVE shall assist teacher with necessary arrangements for field trips, including reservations and transportation. Check with Teacher regarding preferred sites and dates. Confirm with site a few days prior to field trip. Issue permission slips to each parent via children's pockets at least one week prior to field trip. Confirm car seat requirements. Post sign-up sheet for parent drivers prior to field trip. Utilize parent helpers as drivers. Verify driver availability, number of suitable spaces for car seats, and determine which children will drive with each parent prior to the field trip day. Be present on field trip day to coordinate drivers with children and car seats, and take permission slips. Give permission slips and emergency card information to drivers of those children they are transporting (get back from drivers upon return to school).

OUTDOOR AND SAFETY COMMITTEE shall: be responsible for maintaining grassy area around play structure outside. When parent helping, check outside toys and play structure for usability and safety. Inform President when/if wood chips appear to need refill. Arrange for removal of unsafe materials from outside play areas and act on the Teacher's recommendation for equipment or toy repair. Coordinate all safety plans with the Teacher and present to the Board prior to implementation. Keep evacuation plan up to date; observe evacuation and make any necessary safety changes; complete and maintain a disaster preparedness plan and Earthquake kit; maintain classroom first aid and check regularly; work with the Materials Committee to set goals for repairing or replacing playground equipment; participate in the organizing of cleanup days to ensure proper maintenance of playground equipment and safety checks or necessary repairs to classroom materials.

#### OTHER COMMITTEES

BY-LAWS AND POLICIES COMMITTEE shall be appointed by the Board of Directors in February. The Committee shall report to the Vice President and consist of three additional. The Committee shall post notice to the membership of their purpose, and solicit input from the general membership. The Committee shall obtain a list of issues from the Grievance Committee and solicit input from those who filed grievances. The Committee shall review the Handbook and update appendix items. The Committee shall present their recommendations to the Board at the March Board meeting.

NOMINATING COMMITTEE shall be appointed by the Board in January. The Committee shall be chaired by the Secretary or Registrar and consist of two additional members. The Committee shall recruit candidates for Offices. The Committee shall make recommendations after obtaining the consent of the nominees. The Committee shall post a list of nominated officers at least ten days prior to the election, which will be held at the Annual Meeting. Nominations may be made from the floor with prior consent of the nominees at the election meeting. Persons on the Nominating Committee will not be excluded from nomination for an office. Positive campaigning is allowed.

GRIEVANCE COMMITTEE shall be appointed by the Board of Directors in August. The Committee shall be chaired by the Vice President and consist of two additional members. If one of the representatives cannot be neutral, they shall be replaced by the Vice President. The Committee shall follow procedure as stated in the handbook under Grievance Policy. The Committee shall provide a list to the By-Laws Committee describing grievances filed by the membership. This list includes type of grievance, outcome and the member who filed the grievance. The Committee shall function only as needed to solve a particular problem at hand (ad hoc).

TEACHER SELECTION COMMITTEE shall be appointed by the Board of Directors within 5 days of knowing of the vacancy. The Committee shall be chaired by the Treasurer and consist of two additional. The Committee within shall advertise for the position, collect resumes and compile a list of candidates with recommendations to the Board. This process shall take no longer than three weeks. If no desirable candidates apply, the Board will advise the Committee on how to proceed. This Committee shall function only as needed to solve a particular problem at hand (ad hoc).

#### Article VIII: CORPORATE INDEMNITY OF OFFICERS AND BOARD MEMBERS

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

#### Article IX. DISSOLUTION

Upon the dissolution of the corporation, after payment of all legitimate debts, assets shall be distributed to one or more preschools officially recognized, and in good standing with PCPO. If unable to decide on a PCPO preschool, the assets may be distributed to one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code. The Board of Directors shall determine, by vote, the distribution of said assets. Any such assets not so distributed shall be disposed of by the appropriate court for such purposes.

#### Article X: AMENDMENTS TO THE BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the membership by an affirmative vote of (a majority or 2/3 of) members present, if a quorum is present. Prior to the adoption of the amendment, each member shall be give at least 7 days' notice of the date, time and place of the meeting at with 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 XI: BOOKKEEPER AND CPA

Preschool has hired an outside business to manage all bookkeeping and tax requirements. Treasurer will work with bookkeeper to ensure all records are accurate and up to date. Contract with firms are on a month to month basis, and can be terminated upon a majority (2/3 of members present) vote during a meeting. Bookkeeper and CPA do not hold power to vote on matters of school.