

Open House Nursery School Bylaws

Approved by the Board of Directors on May 8, 2018

I: Name

The name of this organization is Open House Nursery School (herein referred to as “OHNS”).

II: Purpose

The Mission of OHNS is: to promote optimum development of children in the early childhood years; provide needed services to the community, including childcare and early childhood education; and to provide these services to a broad range of families.

III: Members

The Board shall have no formal membership but shall comply with all tax-related membership reporting requirements.

IV: Board of Directors

Section A - Powers and Duties

- 1) The Board of Directors shall have general power to manage and control the affairs and property of OHNS and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board. The Board of Directors shall have full and complete authority with respect to the distribution and payment of the monies received by OHNS from time to time; except that the fundamental and basic purposes of OHNS, as expressed in the Certificate of Incorporation/Statement of Purpose, shall not thereby be amended or changed. The Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member or other private individual, except as valid recompense for goods or services consistent with the Statement of Purpose.
- 2) The Board will implement an appropriate grievance procedure to address personnel disputes involving staff or the Executive Director of OHNS; The Executive Director of OHNS is otherwise responsible for the day-to-day operation of the school, including but not limited to the hiring and firing of employees.

Section B - Number, Election, Composition, Term of Office.

- 1) The Board shall be composed of no less than five, nor more than thirteen voting members, provided that there shall always be at least five Executive Committee members. The Executive Committee shall be comprised of the Board President, Vice President, Treasurer, Secretary, and the Executive Director of OHNS. The Board may function with less than the minimum number only to replace members lost or only if urgent business is required before this replacement can be made. In any case, decisions made with less than three members are not legally recognized. Any change in the number of Board members requires a 2/3 vote of all the voting Directors.
 - a. To be a voting member of the Board, a Director must not miss more than two meetings in a fiscal year. The Executive Director and voting Board Members must be included in the 990 charity tax form.
 - b. Board meetings are open to non-voting parties, including Advisory Board members and members of ad hoc committees (description of said groups included in the OHNS Board Handbook), and other OHNS volunteers and interested adult members of the greater OHNS community, to provide input and updates on essential OHNS activities. Any limitations of involvement at board meetings are set by the Executive Committee and senior OHNS staff. The Board or Executive Director may invite third party consultants as may be deemed necessary based on the nature of the meeting to be held.

- c. The Executive Director of OHNS is a voting board member, with voting abstention exceptions that include compensation of said Executive Director. Other OHNS staff related to Operations, Education or other leadership are non-voting members at board meetings who shall advise on related OHNS activities and support OHNS board committees.
- 2) Officers, as defined in Section V below, shall be elected as Officers-Elect by a majority of the Board at the last regular board meeting of the fiscal year for a one year term (defined as September 1 to August 31 of the following year). Each Officer shall continue in office until his or her death, resignation or removal, or absence from two meetings on an annual basis.
- 3) Candidates for the Board may include parents, alumni parents, and members of the community; however, the Board, by majority vote, may exclude any staff member of the Board from any discussion and vote involving personnel matters.
- 4) Composition of the Board should reflect a range of attributes complimentary to the purposes and objectives of OHNS.
- 5) Any Director may resign at any time with or without acceptance of the Board.

Section C – Removal

Any member of the Board of Directors may be removed by majority vote of two thirds (2/3) of the voting members of the Board of Directors if in their judgment the best interest of OHNS would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed meeting at which the removal motion, setting forth the reasons for such removal, shall be presented and at which such member shall be given an opportunity to be heard.

Section D – Vacancies

Whenever any vacancy occurs in the Board of Directors it may be filled by a majority vote of two-thirds (2/3) of the remaining voting members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to parameters approved by the Board of Directors.

Section E - Meetings

- 1) The Board of Directors shall hold its Annual Meeting in October. Notice of the meeting must be given to or mailed to all members by the Secretary from 15 to 20 days before the date of the meeting.
- 2) Regular meetings shall be set by the Board. There will be a minimum of four regular meetings that will be held from the Annual Meeting to August 31 of the following year. The Annual Meeting shall account for one of the four regular meetings. Minutes in which such dates are stated and which are distributed to members will constitute adequate notification.
- 3) Special Meetings.
 - a. The time and place of any special meetings will be designated at the discretion of the President or the Executive Committee.
 - b. Notice will be given to all members at least one week before the meeting; less only if business is unavoidably urgent and essential to OHNS.
- 4) Informal Action.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken in lieu of a meeting if a majority of two-thirds (2/3) of the Directors consent in writing to the adoption of a resolution authorizing such action. The resolution and written consents shall be filed with the minutes of the proceedings of the Board.

- 5) Quorum; Adjournments of Meetings.
 - a. The presence, in person, by telephone, or in writing, of a majority of the voting members of the Board shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the voting members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
 - b. The Executive Director of OHNS or his/her designated representative may not be excluded from meetings, unless the business of the Board is the hiring, firing or evaluation of the Executive Director of OHNS or a grievance issue brought before the Board in accordance with Article IV A(2) against the Executive Director of OHNS. Staff members on the Board may otherwise be excluded as set forth in Article IV B(3).
 - c. A meeting duly convened and failing to make quorum may be adjourned and reconvened.
- 6) Notices: Notices to Directors of Board Meetings shall be given as follows:
 - a. Annual Meetings and Regular Meetings may be held without notice if the bylaws or the Board fix the time and place of such meetings. Notice of regular meetings is provided at the Annual Meeting in October and is considered sufficient notice for the rest of the fiscal year.
 - b. Special Meetings shall be held upon seven days' notice by first-class mail, 48 hours' notice delivered personally or by facsimile or e-mail. Notices will be deemed given when deposited in the United States mail, addressed to the recipient at the address shown for the recipient in OHNS' records, first-class postage prepaid; when personally delivered in writing to the recipient; or when faxed or e-mailed.

Section F - Compensation

Directors shall serve without compensation. However, the Board may approve reimbursement of a Director's actual and necessary expenses while conducting OHNS business.

V: Officers

Section A - Composition

- 1) Officers are President, Vice President, Secretary, and Treasurer. These may not be employees of OHNS.
- 2) Other offices may be created by the Board as it deems appropriate, thereupon defining the role of the office created.
- 3) The offices of President and Secretary may not be held by the same person.
- 4) Instruments requiring the signature of more than one officer must be signed by different persons.

Section B -Election. Term of Office.

Officers-Elect shall be formally elected at the last regular Board meeting of the fiscal year. Term of office will be one year; officers may serve consecutive terms at the discretion of the Board.

- a. Officers will serve from September 1 to August 31 of the following year.
- b. The standing officers shall train the Officers-Elect during this period but will still maintain all of the powers and duties prescribed to this office as delineated in Article V.
- c. At a minimum, the Officers-Elect shall comprise the President-Elect and Secretary-Elect.

Section C – Removal

- 1) Any Officer of the Board of Directors may be removed by a majority vote of the voting members of the Board of Directors and elect a successor for the unexpired term if in their judgment the best interest of OHNS would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed meeting at which the removal motion, setting forth the reasons for such removal, shall be presented and at which such member shall be given an opportunity to be heard.

- 2) Any Officer of the Board of Directors may resign by submitting notice to the President of the Board and Executive Director of OHNS. If an Officer's service or renewal is unclear, said Officer will have 30 days to reply to correspondence confirming status from the Board President or the OHNS Executive Director. If no response to this correspondence, the Officer will be removed from office.

Section D - Vacancies

- 1) Vacancy in any office of the Board may be filled by a Board member to be voted by a majority vote of two-thirds (2/3) of the Directors.
- 2) The person filling the office vacancy should come from within the Board. If the vacancy cannot be filled by a current board member, a third-party candidate may be elected, thereby becoming a new Board member in the process, provided s/he can fulfill the minimum attendance requirement.
- 3) Unless otherwise stipulated by the Board, the term of office of the replacement will correspond with that of the previous officeholder.

Section E - President: Powers and Duties

The powers and duties of the President shall be as set forth below:

- 1) Preside at all meetings of the Board.
- 2) Work closely and collaboratively with the Executive Director of OHNS. In general, the Executive Director of OHNS will have direct control over the day-to-day operations of the school, while it will be the role of the President to support this effort and to oversee the work of the Executive Director to ensure that the policies determined by the Board and the objectives of the OHNS are being met.
- 3) Keep the Board informed of the significant, relevant affairs of OHNS.
- 4) Have the power to represent the Board (when authorized by the Board), unless otherwise required by the Board or by law.
- 5) Authority of the President is generally subject to the control of the Board.

Section F – Vice President: Powers and Duties

The powers of the Vice President shall be as set forth below:

If the President is absent or disabled, the Vice President shall perform all the President's duties and, when so acting, shall have all the President's powers and be subject to the same restrictions. The Vice President shall have other such powers and perform such other duties as the Board may prescribe.

Section G - Secretary: Powers and Duties

The powers and duties of the Secretary shall be as set forth below:

- 1) Arrange for the recording of minutes of all meetings of the Board, see that all Board members receive such minutes, and ensure that the minutes are kept at the office of OHNS in accordance with Article VIII (B).
- 2) Attend to the giving and serving of all notices of OHNS.
- 3) Authority is generally subject to the control of the Board.
- 4) Other duties as assigned by the Board.

Section H - Treasurer: Powers and Duties

- 1) The Treasurer shall supervise the handling of OHNS' assets, the rendering of an accounting at the second meeting of the Board of Directors, the production of periodic reports of OHNS' finances, and other financial reporting tasks at the request of the President.
- 2) The Treasurer shall speak to an accountant to verify that the school is following standard accounting practices and shall assist in audits.
- 3) The Treasurer shall update all tax filings as required to list current officers of OHNS.

Section I - Other Agents

Appointable by the Board with term of office, function, and possible remuneration set by the same, in pursuit of the objectives of OHNS.

VI: Consultants, Commissions, and Standing Committees

Section A – Consultants

The Board of Directors may appoint from time to time any number of persons as advisors of OHNS to act either singly or as a committee or committees. Each such advisor shall hold office as long as s/he remains in good standing of the Board, and shall have only such authority or obligations as the Board may from time to time determine. In general unless stipulated otherwise, final recommendations of committees must be approved by the Board.

Section B - Commissions

In general, such advisors to the Board shall not be remunerated, except in such cases as the Board may deem necessary. The Board may also authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of OHNS.

Section C - Ad Hoc and Standing Committees

All Ad-Hoc and Standing committees must be chaired by a member of the Board of Directors. Other members may come from outside the Board. Unless herein specified, the President of the Board will name the chairperson of each of these committees, will determine their composition, and will name the members or will delegate this responsibility to the committee chairperson.

The standing committees are: Parent Life, Fund Raising, and Finance.

VII: Contracts, Checks, Bank Accounts, and Investments

Section A - Checks, Notes, and Contracts

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of OHNS. The Board of Directors shall determine who shall be authorized from time to time on OHNS' behalf to sign checks, drafts or other orders for payment of money acceptances, notes or other orders for the payment of money acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. This information shall be maintained by the Treasurer and made available to any member of the Board by written request.

Section B - Investments

The funds of OHNS may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors may deem desirable.

VIII: Office and Books

Section A - Office

The office of OHNS shall be the Executive Director of OHNS' office, unless the Board determines otherwise.

Section B - Books

There shall be kept at the office of OHNS correct books of account of the activities and transactions of OHNS, including a Policy Book and Minute Book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, and all minutes of meetings of the Board of Directors.

IX: Corporate Seal

The seal of OHNS shall be circular in form and shall bear the name of the school and words and figures showing that it was incorporated in the State of New York and the year of incorporation.

X: Fiscal Year

The fiscal year of OHNS is September 1 to August 31.

XI: Indemnification & Non-Liability of Directors

The Directors shall not be personally liable for OHNS' debts, liabilities or other obligations.

OHNS may, to the fullest extent now or hereafter permitted by and in accordance with standards and procedures provided by § 721 through § 726 of the Not-for-Profit Corporation Law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testate or intestate is or was a Director, Officer, employee or agent of OHNS, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

The Board will indemnify and maintain insurance on behalf of any of its current or former Directors, Officers, employees or agents [or their heirs] for liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, including judgments, fines, amounts paid in settlement and reasonable expenses like attorneys' fees, subject to the provisions of the New York Not-for-Profit Corporation Law and the limitations noted in these bylaws. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

XII: Self-Dealing Transactions

OHNS shall not engage in any self-dealing transactions, except as approved by the Board. "Self-dealing transaction" means a transaction to which OHNS is a party and in which one or more of the Directors has a material financial interest ("interested Director(s)"). Notwithstanding this definition, the following transaction is not a self-dealing transaction, and is subject to the Board's general standard of care:

A transaction which is part of a public or charitable program of OHNS, if the transaction (a) is approved or authorized by the Board in good faith and without unjustified favoritism; and (b) results in a benefit to one or more Directors or their families because they are in a class of persons intended to be benefited by the program.

Section A: Conflict of Interest

Any Director, Officer, or Committee member having an interest in a contract, other transaction or program presented to or discussed by the Board or Board Committee for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board or Committee prior to its acting on such contract or transaction. Such disclosure shall include all relevant and material facts known to such person about the contract or transaction that may reasonably be construed to be adverse to the OHNS' interest.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor be present during the discussion or deliberations with respect to, such contract or transaction (other than to present factual information or to respond to questions prior to the discussion). The minutes of the meeting shall reflect proceedings, including the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation. The Board may adopt formal policies requiring:

- 1) Regular annual statements from Directors, Officers and key employees to disclose existing and potential conflicts of interest; and
- 2) Corrective and disciplinary actions with respect to transgressions of such policies. For the purpose of this section, a person shall be deemed to have an "interest" in a contract or other transaction if he or she is the party (or one of the parties) contracting or dealing with OHNS, or is an Executive Director, Director or Officer of, or has a significant financial or influential interest in the entity contracting or dealing with OHNS.

XIII: Amendments

The bylaws may be amended by a majority vote of 2/3 majority of the entire voting Board of Directors.

Certificate of the Secretary

The undersigned does hereby certify that the undersigned is the Secretary of OHNS, an education Corporation duly organized and existing under the laws of the State of New York; that the foregoing bylaws of OHNS were duly and regularly adopted as such by the Board of Directors of OHNS; and that the above and foregoing bylaws are now in full force and effect.

_____, Secretary Dated: _____