

Rockville Presbyterian Cooperative Nursery School

Constitution and Bylaws

As amended by the Board of Directors on

February 12, 2007, January 11, 2010, September 16, 2013, October 12, 2015, 13 February 2017, 20 March 2017

PREAMBLE

Rockville Presbyterian Cooperative Nursery School was formed in 1963 as a group of parents interested in pooling resources to create a parent cooperative nursery school. By choosing to assist in the classroom, costs of adding teacher support staff are avoided, and parents gain a special perspective on the social and educational development of their children.

For several years, the organization was operated as a parent cooperative in an informal manner. As the school grew, and with the advent of state and county regulations concerning preschool operations, a more formalized structure evolved. Additional administrative requirements and accountability has brought additional paid staff and the need for stronger governance and over sight of the school's operations. To this end, these amended Bylaws supercede all previous versions pertaining to this organization.

ARTICLE I - Name

The name of this organization shall be Rockville Presbyterian Cooperative Nursery School hereinafter referred to as RPCNS.

ARTICLE II - Purpose

RPCNS is a nonprofit cooperative preschool composed of member families whose aims are to provide a high-quality preschool education for their children at reasonable cost. The organization is governed and operated in the spirit of mutual cooperation among member families, and as a cooperative nursery school, is committed to advancing informal parental involvement in a child's education beginning at the earliest ages. The child-centered philosophy of the school provides a safe and nurturing environment that promotes physical, social emotional and cognitive growth toward two goals: fostering independence and instilling a foundation and love for knowledge.

ARTICLE III - Location

Offices and classrooms of RPCNS are located at Rockville Presbyterian Church, 215 West Montgomery Avenue, Rockville, Maryland, 28050.

ARTICLE IV – Tax Status and Accreditation

RPCNS is organized as a nonprofit organization under Section 501(c)(3) of the United States Internal Revenue Code.

RPCNS maintains a license from the Maryland State Department of Education's Office of Child Care (OCC), (regarding but not limited to our physical facility, child to adult ratios and staffing patterns, and staff qualifications) and holds a Certificate of Approval from the Maryland State Department of Education (regarding but not limited to additional staff qualifications, student records and curriculum).

ARTICLE V - Admissions

RPCNS admits students of any race, color, national and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students at the school. It does not discriminate on the basis

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of race, color, national and ethnic origin in administration of its educational policies, admissions policies, and other school-administered programs.

ARTICLE VI - Membership

Section 1 - Membership

Any person becomes a member of the organization by enrolling a child in RPCNS. Membership in good standing is maintained by 1) participating in classroom activities and operations of the organization, 2) submitting all information on themselves and children as required by regulatory and accrediting agencies, and 3) timely payment of tuition and fees.

Section 2 - Meetings of Membership

The membership is required to meet annually at a time and place set by the Chairperson(s) of the Board of Directors.

Section 3 - Notice of Meetings

Notice of the annual meeting of the membership shall be posted and distributed to all members at least ten (10) days in advance of the meeting.

Section 4- Special Meetings

Special meetings of the membership may be called by the Chairperson(s) of the Board of Directors, by majority vote of the Board of Directors, or by petition signed by twenty-five percent (25%) of membership in good standing.

Section 5 - Voting Rights

Each member family maintaining membership in good standing is entitled to one (1) vote on matters submitted for consideration by the full membership.

Section 6 - Resolutions

All resolutions offered for the consideration of the membership shall be posted and distributed to member families at least ten (10) days prior to any annual or special meeting.

Section 7 - Rules

All meetings of the members shall be conducted by the Chairperson(s) of the Board of Directors and shall be governed by the current edition of Robert's Rules of Order.

Section 8 - Termination of Membership

Any member failing to sustain membership in good standing will be submitted for consideration by the Board of Directors. The Chairperson(s) shall submit written notification including statement of reason(s) for such consideration at least fifteen (15) days in advance of any hearing. The subject member shall be given the opportunity to respond in person or in writing at the next scheduled meeting of the Board of Directors. The Board of Directors may approve expulsion [permanent] or suspension [temporary] from membership by affirmative vote of two thirds of the board.

ARTICLE VII - Board of Directors

Section 1 - General Powers

- i. The affairs of the organization shall be controlled by the Board of Directors elected by the membership.

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- ii. The board is responsible for overall policy and direction of the organization, and delegates daily operations to the Director, and appropriate committees. The Board shall post and distribute minutes of all meetings to the membership as a report of activity on behalf of the membership.
- iii. The Board of Directors shall approve an annual operating budget that has been prepared by the Finance committee and presented by the Treasurer.
- iv. The Board of Directors shall approve all contracts for goods and services entered into on behalf of the organization.
- v. The Board of Directors shall approve all hiring of paid staff, and shall review and renew staff contracts annually.
- vi. The Board of Directors will review all school policies and regulations governing membership in good standing. The Board will make final decisions regarding fees and tuition, as well as issues relating to regulatory or accrediting agencies. Recommendations regarding membership participation in operations and governance of the organization shall be submitted to the membership for approval.

Section 2 - Number and Tenure

- i. The following functions represent annual positions on the RPCNS Board of Directors shall be accepted by majority vote of the membership:
 - Chairperson/Co-Chairpersons
 - First Vice Chairperson - Parent Services
 - Second Vice Chairperson – Facility Maintenance
 - Third Vice Chairperson - Community Services
 - Secretary
 - Treasurer
 - Fundraising
 - Class Representatives (one from each class)
 - Director - ex officio
- ii. Additional At Large position roles may be added to the Board of Directors by the Chairperson(s) subject to the approval of a majority of the Board of Directors. No more than four (4) At Large positions can be added in any year.
- iii. All Board of Directors positions serve a one-year term. Annual positions shall be submitted to the membership in January of each year, and will begin their term on February 1st. At Large positions will serve for one year from approval of the Board of Directors.

Section 3 - Qualifications

All members of the Board of Directors must be a member in good standing at the time of election or appointment, and must maintain membership in good standing throughout the term.

Section 4 - Meetings

The Board of Directors shall meet monthly throughout the academic year.

Section 5 - Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson(s) or one-third of the Board.

Section 6 - Notice

Notice of any meeting of the Board of Directors shall be posted and distributed at least seven (7) days in advance.

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Section 7 - Quorum

A quorum of at least fifty-one percent (51%) of Board members must be present for official business to be conducted at any meeting.

Section 8 - Voting Rights

Each member of the Board of Directors is given one vote. Members of the Board of Directors can not represent the view of another, thus proxy voting is not recognized. Class Representative may designate another member in good standing from the represented class in their absence, although substitute representation does not vote as proxy. Notice of substitute representation should be provided to the Chairperson(s) in advance of the meeting. Majority vote of the Board of Directors shall constitute and be supported by the full Board as an action of the Board of Directors.

Section 9 - Vacancies

In the event of a vacancy on the Board of Directors, nominations from the membership in good standing will be submitted by current members of Board of Directors to the Secretary. Nominations will be considered at the next regularly scheduled Board meeting and accepted by majority vote of the Board of Directors. Appointments to fill vacancies shall serve until the end of the existing term.

Section 10 - Resignation or Removal

Resignations from the Board of Directors should be submitted in writing and received by the Secretary. A Board member may be removed by a two-thirds majority vote of all remaining Board members. Written notification citing reason for removal must be provided to the Board member in question at least fifteen (15) days in advance of the next meeting of the full Board. The subject member shall be given the opportunity to respond in person or in writing at the next scheduled meeting of the Board of Directors. Reason(s) for removal can be three consecutive absences without notice, failure to maintain membership in good standing, or cited evidence of dereliction of duty as a member of the Board of Directors.

ARTICLE VIII - Officers

Section 1 - Number

Officers of RPCNS shall be the Chairperson(s); Vice Chairperson for Parent Services, Facility Maintenance, Community Services; Secretary; Treasurer; and Director (ex-officio).

Section 2 - Chairperson

The Chairperson(s) serves to ensure the effective execution of policy set by the Board of Directors as well as the overall operation of the organization. Duties may be equally shared between two Co-Chairpersons elected by the membership as a single slate. The Chairperson(s) shall preside at all meetings of the Board of Directors and membership. In the absence of the Chairperson or both Co-Chairpersons, the Vice Chairperson for Parent Services shall preside.

Section 3 - Treasurer

The Treasurer shall present an annual budget to the Board of Directors before the start of each fiscal year, keep full and accurate accounts of receipts and disbursements, and submit monthly financial reports to the Board of Directors. The Treasurer also facilitates a biennial financial review and preparation of tax filings by an independent Certified Public Accountant (CPA).

Section 4 - Secretary

The Secretary shall attend all meetings of the Board of Directors, record the minutes of all proceedings taken at such meetings to be submitted for approval of the Board of Directors, and maintain all documents evidencing

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actions taken by written consent of the Board of Directors. Secretary shall distribute meeting notices and approved minutes to the Board of Directors and membership.

Section 5 - Director

The Director shall be hired by the Board of Directors to manage the daily operations and teaching staff of RPCNS, including annual performance reviews of teaching staff. Director is responsible for the execution and administration of policies approved by the Board of Directors, attends and participates in all meetings of the Board of Directors with the exception of any matters related to the Director's employment, and may attend and participate in any standing or special committee of the Board of Directors.

ARTICLE IX - Committees

Section 1 - Number and Tenure

There shall be four (4) standing committees of the Board of Directors: Steering, Finance, Summer Board, and Advisory. Board of Directors may create additional committees and appoint committee chairs as needed. All committee chairs must be members of the Board of Directors.

Section 2 - Steering Committee

The officers of the organization identified in Article VIII, Section 1, serve as the Steering Committee. Except for the power to amend these Bylaws, the Steering Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and shall make regular reports to the full Board of Directors. The Steering Committee shall also conduct an annual performance review of the Director based on a written job description, board policies, and established goals for the organization.

Section 3 - Finance Committee

The Treasurer shall serve as chair of the Finance Committee. The Finance Committee shall include the Director (ex officio), and Co-Chairs. The Finance Committee shall develop and review fiscal procedures, and prepare an annual budget. The Finance Committee's composition for setting the annual budget will include: current Treasurer, former Treasurer, Director, current Co-Chairs, at least one of the former Co-Chairs, and the school's accountant. Additional members of the RPCNS community may be invited if deemed informative by the other Finance Committee members. The Finance Committee shall review monthly financial statements including a balance sheet and budget to actual comparison and ensure that this information is available to the Board, membership, and public upon request.

Section 4 – Summer Board

The Summer Board shall consist of the same members as those of the Steering Committee: Chairperson(s), Director (ex officio), Parent Services Coordinator, Facilities Coordinator, Community Services Coordinator, Treasurer, and Secretary. Except for the power to amend these Bylaws, the Summer Board shall have the power and authority of the Board of Directors during the months of June, July, and August. The Summer Board shall report on all activities to the Board of Directors at the first meeting of the fall academic term.

Section 5 - Advisory Committee

The Advisory Committee shall consist of the Chairperson(s), past Chairperson(s), Director (ex officio), and no fewer than two recent members of the organization. The Advisory Committee shall provide non-binding advice to the Board of Directors regarding prior practice and policy of the organization, as well as advice on policy development and strategic planning. The Advisory Committee may also serve in a hearing capacity for membership grievance issues.

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ARTICLE X - Fiscal Year

The fiscal year of RPCNS shall be July 1 through June 30. There shall be a review and full audit of the organization's financial records by and independent Certified Public Accountant every other year.

ARTICLE XI - Dissolution and Sale of Assets

Upon dissolution of the organization, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the statement of purpose of the organization, be paid over to charitable organizations exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the organization shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the organization.

ARTICLE XII - Amendments

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted in writing to the Secretary for distribution to members of the Board of Directors for discussion and consideration by the Board. The vote on the proposed amendment would take place at the subsequent meeting of the Board.

History of RPCNS Constitution and Bylaws:

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| Jan 2004: | Current version adopted (supercedes previous Bylaws) |
| Feb 2007: | Amended to reflect language required by the IRS tax code re: our non-discrimination admissions policy |
| Apr 2007: | Board approved changing financial reviews from annually to bi-annually |
| Jan 2010: | Amended due to impending changes in the COMAR regulations |
| Sep 2013: | Amended to reflect the evolution of committee membership |
| Oct 2015: | Amended to (1) remove Admissions from committees, (2) remove Emergency Preparedness from the Board, (3) change the composition of the summer board in an effort to guarantee quorum, (4) change Program Director to Director |
| Feb 2017: | Amended Article IX, Section 3 – the composition of the Finance Committee |
| Mar 2017: | changed the title of the 3 rd vice chair from Educational Services Coordinator to Community Services Coordinator, which more accurately reflects the nature of this position's mission |