

## **Bylaws of Chelsea Children's Cooperative, Incorporated**

### **ARTICLE I**

#### **Offices**

1.01 Principle Offices - The principle office of the cooperative will be at such within the State of Michigan as the Executive Board may determine from time to time.

### **ARTICLE II**

#### **Members**

1.01 Eligibility for Membership - Membership in the cooperative's school will be upon a non-discriminatory basis without regard to race, religion, color, creed, national origin, ancestry, sex, age, height, weight, familial status or marital status. The cooperative's school will be operated upon such a non-discriminatory basis and all rights and privileges of the school will be afforded to all students upon such non-discriminatory basis.

Each family of a child enrolled in the 3 year old, 4 year old or 5 year old preschool session is a member. When used in these bylaws, the word "member" means the custodial parent(s) or guardian from the family may perform the duty for the family "member". Membership extends from June

1, or from date enrollment, whichever is later, to May 31. All families wishing to become members must submit a completed application form, including registration fees, to the Membership Chairperson. Children will be considered enrolled and the family a member on the date that their application is approved by the Membership Chairperson, or June 1, prior to the school year, whichever is later.

#### 1.02 Financial Responsibility

a. Registration Fees - The Executive Board will set a registration fee for each child enrolled for each school year. The registration fee is payable to the Assistant Treasurer upon registration. If a member enrolls more than one child in any school year, the member will pay the full registration fee for the first child and \$5.00 for each subsequent child. Registration fees for enrolled members are non-refundable. Registration fees remain constant throughout the year.

b. Tuition - The Executive Board will set the tuition rate for each child and the late payment fee for each school year based on the budget prepared by the Treasurer each spring. Tuition must be paid in advance and to the Assistant Treasurer on the 15th of each month, but no later than the 25th of each due month. A member will be assessed a late fee for each month that each tuition payment is late. If a member knows that a tuition payment is likely to be late, the member must contact the Assistant Treasurer to discuss payment plans. If a member enrolls two or more children during the same school year, that member may receive a reduction in the total tuition due for all children enrolled; to be decided by the Executive Board. No refunds on tuition will be given except for prolonged illness of more than one month. Members must notify the Executive Board for review of requested sickness-related refunds. Members enrolling a child after the first of any month will pay tuition for that month on a prorated basis as determined by the Assistant Treasurer.

c. Field Trip Fees - The Executive Board will set a one-time, non-refundable fieldtrip fee for each child, for each school year. The field trip fee is payable on the first day of school.

1.03 Member Duties The following member duties are mandatory.

- a. All children must comply with state health and immunization requirements. Members must submit the Michigan Department of Community Health, Health Form, in duplicate, to the Membership Chairperson no later than the child's first day of attendance at school. Children will not be allowed to attend school until the health form is completed and submitted.
- b. Members must notify the cooperative of any communicable diseases contracted by their child. Readmission to the school after a communicable disease will be permitted only under the rules in the Michigan Administrative Code, Department of Community Health. The cooperative may also further exclude any child who continues to appear ill after the specified communicability period for any illness.
- c. All fees, tuition and assessments must be paid when due.
- d. At least one parent or guardian must participate in the cooperative's orientation program.
- e. Members are responsible for making themselves aware of how the cooperative operates and to receive pertinent information and notices; this includes:
  1. Reading the Cooperative's Restated Articles of Incorporation, Bylaws, Handbook and Newsletter
  2. Reading the material placed in their child(ren)'s mailbox or folder
  3. Regularly checking the Cooperative's bulletin board
- f. A parent or guardian must assist in the classroom as scheduled, unless enrolled under the "non-assist" option. Members who have more than one child enrolled in the cooperative are expected to participate for each child individually. Members who are unable to regularly assist may nominate another adult, such as a babysitter, neighbor or relative to serve as the regular assisting adult for the member. The member's nominee must be approved by the Executive Board and cleared by the Family Independence Agency.

If a member is unable to assist on his or her scheduled day, the member must make arrangements to switch days with another session member or use one of the paid assists.

In either of the above events a substitute must be present on the scheduled day if the member cannot be present. Notification of all changes in schedule must be made to the Session Representative and changes will be marked on the calendar posted on the cooperative's bulletin board. A paid assist substitutes for a member.

Responsibilities of the assisting adults are as follows:

1. Arrive at least fifteen (15) minutes before class begins
2. Set up the preschool classroom for their session (Set up procedures are covered in orientation)
3. Do not bring a child's siblings or a visiting child to the session
4. Follow the directions of the teacher
- g. Members must serve on at least one (1) committee.
- h. Members must participate in fundraising projects approved by the Executive Board.

- i. Any parent or guardian delivering children to the school must accompany the children into the preschool classroom.
- j. No person will spend any amount of money on behalf of the cooperative without the approval of the President or Treasurer. In addition, any expenditure exceeding fifty dollars (\$50.00), which is not in the cooperative's budget, must be approved by the Executive Board in advance.

#### 1.04 Termination of Membership

a. A member may terminate membership in the cooperative by giving written notification of withdrawal to the Membership Chairperson or to the member's Session Representative at least two weeks before a child's last expected day of attendance. If proper notification is given, tuition will be refunded on a prorated basis. If proper notification is not given by the member, tuition for the final month will not be refunded.

b. Membership may be terminated by the Executive Board on the occurrence of the following events:

1. While we understand that special circumstances may arise (i.e. job loss, medical concerns, etc.) throughout any given year, the Co-op retains the right to terminate membership if tuition has not been paid for two consecutive months. If tuition falls behind, it is the member's responsibility to initiate contact with the Assistant Treasurer to develop a mutually acceptable payment plan.

Since it is in the best interest of the child to stay in preschool without interruption or sudden withdrawal, we have developed the following procedure for the Assistant Treasurer to insure communication and implementation of a plan:

Day 45 - (of no payment) - A written reminder will be put in the member's preschool mailbox and possibly mailed to the member's home address.

Day 60 - (2 full months behind) - At least 2 out of the 3 will occur: a letter in the member's preschool mailbox, a face-to-face conversation with the member and/or a phone call to the member.

Day 70 - (of no response or no payment made)- A certified letter (on Co-op letterhead) will be mailed to the member's home address giving member 10 days to respond to the Assistant Treasurer with a payment plan (proposed by the Assistant Treasurer or member). The payment plan is to be signed by the member, Assistant Treasurer and will be notarized. Failure to comply with the payment plan will result in immediate termination of membership.

To be sent with the certified letter:

\*a copy of member's signature card (originally sent with enrollment packet)

\*a briefing to the member of conversations had and/or attempted communications with no response from days 45-70

\*an explanation of what can be expected, if no response to the certified letter, for days 70-90

Day 85 - At least one month must be paid in full and/or a payment plan must be signed and notarized.

Day 90 - (if no response, no payment made, or no payment plan in place)- A final certified letter (on Co-op letterhead) will be mailed to the member's home stating the termination of membership along with an explanation of member's failure to comply with the Co-op's bylaws regarding tuition payment.

2. Failure of a member to fulfill the responsibilities and duties itemized in Section 2.03, or failure to satisfactorily adjust to the cooperative as a participant. In such a case, the Executive Board will mail, by first class U. S. Postage, a notice of unsatisfactory participation to the member at the member's last known address. The notice of unsatisfactory participation will outline the ways that the member's participation is deemed to be unsatisfactory. The member must respond to the notice either in writing or in person before the Executive Board. Failure to respond will result in automatic termination of membership and immediate withdrawal of the member's child, or children, from the school. If the member wishes to respond in writing, the response must be received by the President within two weeks of the date of the notice of unsatisfactory participation and discuss the situation and its possible remedy. The member will be informed of the time and location of the Executive Board's meeting regarding notice of unsatisfactory participation and every reasonable effort will be made to ensure that the member is able to attend and participate. The President will report to the Executive Board concerning the effort that the situation is having on the cooperative as a whole. If the membership is terminated, a pro- rated tuition refund will be made to the member.

3. Failure of a child to make a satisfactory adjustment to the preschool. In such a case, the teacher will inform the parent(s), the child's Session Representative and the Executive Board of the Teacher's concerns regarding the child's adjustment. The Session Representative will report to the Executive Board concerning the effect of the child's adjustment upon the environment of the school session. The Executive Board will then schedule a special meeting to review the question of continued enrollment. The parent(s) will be notified of the Session Representative's report and of the Executive Board's meeting so that the parent(s) can attend and participate. Every reasonable effort will be made to ensure that the parent(s) can attend and participate. If the child's enrollment is terminated, a pro-rated tuition refund will be made to the member.

1.05 Annual Meetings - The annual meeting of the members will be held on the second Wednesday of February of each year at 7:00 p.m., or on such a date and time thereafter as the Executive Board finds fitting. The annual meeting shall only be held if a majority of the current Executive Board deems it essential and necessary.

1.06 General Membership Meetings - A General Membership meeting will be held in the month of October of each year at 7:00 p.m. or at such a date and time thereafter as the Executive Board finds fitting. The Executive Board may also call additional general membership meetings at such dates and times as it find fitting. Any business that is presented to the Executive Board will be acted upon. Attendance at the general membership meeting is mandatory.

1.07 Place of Meetings - All membership meetings will be held at the cooperative's classroom or at any other place determined by the Executive Board and stated in the notice of meeting.

1.08 Notice of Meetings - Written notice of the time and place of a membership meeting will be given no less than ten (10) days, nor more than 60 days before the date of the meeting. Notice will be posted on the cooperative's bulletin board.

1.09 Record Dates - The Executive Board may fix, in advance, a record date for the purpose of determining members entitled to vote at a membership meeting or an adjournment of the meeting. The date fixed will not be more than 60 days, nor less than ten (10) days before the date of the meeting.

1.10 List of Members - The Membership Chairperson will make and certify a complete list of the member entitled to vote at a membership meeting or any adjournment. The list will be arranged alphabetically, by session, with the address of each member and produced at the time and place of the membership meeting and will be prima facie evidence of the member entitled to examine the list or vote at the meeting.

1.11 Quorum - Unless a greater or lesser quorum is required by statute, a simple majority of the members of the Executive Board then in office shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

1.12 Voting - Each member is entitled to one vote regardless of the number of children the member has enrolled in the con by a cooperative's school. When an action is to be taken by a vote of the members, it will be authorized by a simple majority of the votes cast by the members entitled to vote, unless a greater vote is required by the statute.

1.13 Honorary Members - Honorary members are those who, for their service to the cooperative, are invited to honorary membership in the cooperative by a unanimous vote of the Executive Board. Honorary members may participate in all school activities, but they may not vote or hold office unless they are also regular members.

### ARTICLE III

#### **Teachers and Director**

3.01 Teachers - Teachers will be employed by the Executive Board as provided in Article IV. Each teacher will be responsible for the daily program for his or her sessions with the advice and consent of the Director and Executive Board. Each teacher will be in complete charge of his or her students and assistants during sessions and fieldtrips.

3.02 Director - The Director must be a teacher and will be appointed by the Executive Board. The Director will be in charge of the administrative and operational aspects of the preschool sessions and will supervise the teachers.

### ARTICLE IV

#### **Executive Board**

4.01 General Powers - The business, property and affairs of the cooperative will be managed by the Executive Board.

4.02 Number and Identity - There will be no less than eight (8) members of the Executive Board as will be fixed from time to time. The Executive Board will consist of the President, Vice President, Secretary, Treasurer, Assistant Treasurer, Membership Chairperson, Ways and Means Committee Chairperson, Room Manager, Publicity Committee Chairperson and Session Representatives (one representative from each session).

4.03 Tenure and Transfer Duties - The outgoing Executive Board will meet jointly with the incoming Executive Board in the month of May and will turn over all materials to the incoming Executive Board during the month of May. The incoming Executive Board, with the exception of the Membership Chairperson, Treasurer and Assistant Treasurer, will take office and assume their duties at the end of the joint Executive Board Meeting. The incoming Membership Chairperson will take office and assume his or her duties when elected. The outgoing Membership Chairperson will assist the incoming Membership Chairperson for a period of no longer than 30 days. The incoming Treasurer and Assistant Treasurer will assist the outgoing Treasurer and Assistant Treasurer from March through June 30, to go over the cooperative books. The incoming Treasurer and Assistant Treasurer will then take office and assume their duties effective July 1, for the new fiscal year of the cooperative (July 1-June 30). The outgoing President and Treasurer, with the incoming President present, will negotiate contracts for classroom space with the landlord for the next fiscal year. The outgoing Executive Board members will be responsible for the final storage of all preschool equipment at the close of the school year. The incoming Executive Board will be responsible to set up school in August, before orientation sessions. The incoming members of the Executive Board will then hold office until the Executive Board Member' death, resignation or removal. The outgoing members of the Executive Board will serve as advisory members to the incoming Executive Board for a period of six months whenever possible.

4.04 Resignation— a member of the Executive Board may resign at any time by giving the Executive Board one month written notice of resignation. A member of the Executive Board may be asked to resign if he or she is unable to fulfill assigned duties or if he or she has missed two Executive Board meetings, unexcused.

4.05 Removal - Any elected officer or member of the Executive Board may be removed with or without cause by a simple majority vote of the Executive Board.

4.06 Board Vacancies - The President will appoint a member to fill any vacancy on the Executive Board subject to the approval of the Executive Board.

4.07 Meetings - Regular meetings of the Executive Board will be called by the President as needed. Special meetings of the Executive Board may be called by the President, or any three members of the Executive Board. Notice of the time and place of all meetings will be posted on the cooperative's bulletin board at least three business days in advance of the meeting, stating the time and place of the meeting. All meetings of the Executive Board are open to the general membership for advice or recommendations. Any employee or any general committee chairperson may be called upon to attend Executive Board meetings in an advisory capacity whenever deemed necessary by the Executive Board.

4.08 Statement of Meeting Purpose - Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Board need be specified in the notice of that meeting.

4.09 Waiver of Notice - The attendance of a member of the Executive Board at an Executive Board meeting will constitute a waiver of the meeting, except where an Executive board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, an Executive Board member may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

4.10 Meeting by Telephone of Similar Equipment - An Executive Board member may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.11 Quorum – A simple majority of the members of the Executive Board then in office constitutes a quorum for the transaction of any business at any meeting of the Executive Board. Actions voted upon by a simple majority of members of the Executive Board present at a meeting where a quorum is present shall constitute authorized actions of the Executive Board.

4.12 Consent to Corporate Action - Any action required or permitted to be taken pursuant to Executive Board authorization may be taken without a meeting if, before or after the action, all members of the Executive Board consent to the action in writing. Written consents shall be filed with the minutes of the Executive Board's proceedings.

4.13 Other Duties - The Executive Board will recruit community members or past members of the cooperative for the position of Trustee for a term of no less than one year. These trustees will serve as part of an advisory council to the cooperative to help in long-range planning, specific projects and to serve as liaisons to the community.

## ARTICLE V

### **Committees**

5.01 Standing Committees and Powers - The Membership Committee, the Ways and Means Committee and the Audit Committee are standing committees of the cooperative. These committees report and serve at the pleasure of the Executive Board. The Audit Committee will consist of the incoming President, the incoming Treasurer and the outgoing Assistant Treasurer. In the event that a member of the Audit Committee is an incumbent board member with check signing privileges, an alternative committee member will be chosen from the incoming Membership Chairperson or the incoming Secretary. The Audit Committee will audit all accounts of the cooperative at the end of each fiscal year.

5.02 General Committees and Powers - The Executive Board may designate one or more committees, each committee consisting of at least a chairperson selected from the members of the cooperative. All committees designated by the Executive Board shall be charged with managing a specific area of the cooperative's affairs for the time and to the extent provided by resolution of the Executive Board.

5.03 Meeting - Committees will meet as directed by the Executive Board and will be governed by the rules provided in Article IV for Meetings of the Executive Board. Minutes will be recorded at each committee meeting and will be presented to the Executive Board.

## ARTICLE VI

### **Officers**

6.01 Number and Identity - The officers of the cooperative will be elected by the general membership as provided in this article. The officers will be a President, Vice President, Secretary, Treasurer, Assistant Treasurer, Membership Chairperson, Ways and Means Committee Chairperson, Auction Committee Chairperson, Session Representatives, Room Manager and Publicity Chairperson.

6.02 **Nomination and Election** - Notification of open nomination for officers will be posted on the cooperative's bulletin board no later than the second week of February. To be nominated for an officer's position, the person's child (ren) must be enrolled in the school at the first available enrollment date for the following school year. In addition, the person nominated for the position of President must be a current member or past member. No member will hold more than one office during an Executive Board year and no member will be eligible to serve more than two consecutive terms in the same office. No later than the second week of March, the slate for all nominations for officers will be presented to the general membership in an information packet delivered to their classroom mailbox. Voting will be done by secret ballot. Each member will have one week to vote. Each officer will be elected by a plurality vote of the members voting for each office. [The deadlines for nominations and presenting the slate are set at the second week of February and March, respectively, to avoid a foreshortened week, which often occurs at the beginning of a month (e.g. if the first is a Friday, there will be fewer days for people to nominate than if the first was on a Monday)]

6.03 **Tenure and Transfer of Duties** - The tenure and transfer duties of the newly elected officers will be governed by the rules provided in Article IV for tenure and transfer duties of Executive Board members.

6.04 **Resignation, Removal and Vacancies** - Resignation by officers, removal of officers and the filling of vacancies for any office will be governed by the rules provided in Article IV for resignation, removal and vacancies of Executive Board members.

6.05 **The President** - The President will be the Chief Executive Officer of the cooperative and will have authority over the general control and management of the business and affairs of the cooperative. The President will sign all documents and agreements on behalf of the cooperative, unless the President or the Executive Board instructs that the signing be done with or by some other officer or agent. The President will see that all actions taken by the Executive Board are executed and will perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Executive Board to delegate any specific power to any other officer or member of the cooperative.

6.06 **The Vice President** - The Vice President will have the power to perform duties that may be assigned by the President or the Executive Board. If the President is absent or unable to perform his or her duties, the Vice President will perform the President's duties until the Executive Board directs otherwise. The Vice President will assign members to committees and is responsible for overseeing Summer Co-op events and committees throughout the year; and will perform all other duties incident to the office.

6.07 **The Secretary** - The Secretary will (a) keep minutes of the Executive Board meetings, annual meetings and general membership meetings and post those minutes on the cooperative's bulletin board; (b) be responsible for providing notice to each member of Executive Board member as required by law, the restated articles of incorporation, or these bylaws; (c) be the custodian of the cooperative records; (d) will support President in updating the handbook; and (e) perform all duties incident to the office and other duties assigned by the President or the Executive Board.



6.08 The Treasurer - The Treasurer must have a working knowledge of bookkeeping and will (a) have charge and custody over the cooperative's funds and securities; (b) keep accurate books and records of the cooperative's receipts and disbursements; (c) perform all duties incident to the office and other duties assigned by the President or the Executive Board.

6.09 The Assistant Treasurer - The Assistant Treasurer will collect, deposit and record all tuition, fees and assessments. The Assistant Treasurer will have the power to perform duties that may be assigned by the President, Treasurer or the Executive Board. The Assistant Treasurer will perform all duties incident to the office.

6.10 The Membership Chairperson - The Membership Committee Chairperson will have the power to perform all duties relating to membership. The Membership Chairperson will (a) handle all membership inquiries, arrange visits for prospective members and handle all membership communication to all new members during the summer; (b) process all applications for membership and maintain waiting lists; (c) be the custodian of the complete file for each member; (d) maintain an accurate register of all members in alphabetical order, by session; (e) assist with orientation; and (f) perform all duties incident to the office and other duties assigned by the President or Executive Board.

6.11 The Ways and Means Committee Chairperson - The Ways and Means Committee Chairperson will have the power to perform all duties relating to fundraising. The Ways and Means Committee Chairperson will (a) oversee and coordinate all fundraising events; (b) recommend fundraising ideas or events and member assessments to the Executive Board; and (c) perform all duties incident to the office and other duties assigned by the President or Executive Board.

6.12 The Session Representative(s) - The Session Representative will have the power to perform all duties relating to organizing, scheduling and acting as liaison for his or her session. Session Representative must be (a) an assisting parent (i.e. his or her child classroom assist, special event assist and materials for special projects; (b) maintain records of member participation and paid assist; (c) represent his or her session at the Executive Board meetings; (d) act as a liaison between the members in his or her session, the Executive Board and the teaching staff; (e) orient new members and (f) perform all duties incident to the office and other duties assigned by the President or Executive Board.

6.13 The Room Manager - The Room Manager is to be responsible for the inventory of all cleaning and snack supplies. This includes paper towels, soap, napkins. The Room Manager will oversee the weekly room cleaning. The Room Manager is also responsible for the school's library. The Room Manager shall report monthly to the President on matters relevant to this position. Attendance at meetings of the Executive Board is required for this office. This position is a voting member of the Executive Board.

6.14 The Publicity Chairperson - The Publicity Chairperson will have the power to perform all duties relating to publicity. The Publicity Chairperson will (a) publish a summer preschool newsletter; (b) at a minimum, publish a quarterly newsletter; (c) organize the annual T-Shirt sales; (d) oversee and coordinate all local advertising; (e) maintain website. The Publicity Chairperson shall report monthly to the President on matters relevant to this position. Attendance at meetings of the Executive Board is required for this office. This position is a voting member of the Executive Board.

**6.15** The Auction Committee Chairperson – The Auction Committee Chairperson will have the power to perform all duties relating to the annual auction. The Auction Chair will (a) facilitate all issues leading up to and during the auction. These duties consist of (1) organizing the list of potential donors, and (2) dividing the list throughout the committee as seen fit. Auction Chair will also (b) help seek out donations, especially the donations that require planning months in advance, including but not limited to theme park tickets. Auction Chair will (c) execute the auction on the day of, organizing the setup and tear down of the space with the auction committee. Auction Chair will also (d) determine whether a raffle is possible, dependent upon the space used for the event. If raffle is possible, Auction Chair will organize and execute it during silent auction. The Auction Chairperson shall report monthly to the President on matters relevant to this position. Attendance at meetings of the Executive Board is required for this office. This position is a voting member of the Executive Board.

## ARTICLE VII

### **Cooperative Sessions**

7.01 Children Qualifications - The children in the three year old session will be three years old by September 1 of the current school year. The children in the four year old session will be four years old by September 1 of the current school year. The children in the Young 5's session will be five years old by December 1 of the current school year. Children in all sessions will be toilet-trained. Adjustments may be made at the discretion of the Teacher and Director.

7.02 Session Meetings - Sessions for each age group shall be determined by the Executive Board.

7.03 Sessions Numbers - The number of children in each session will be recommended by the Teacher and Director and approved by the Executive Board. Each session will not exceed the State of Michigan licensing requirements.

7.04 Other Programs - When a two year old program is offered, children in this group must be accompanied by a parent or guardian to each session. Participants in this group will not be eligible for membership, but will receive a copy of the newsletter, will be invited to attend the annual and general membership meetings without voting privileges and will be able to participate in fundraising events. Children in the two year old session must be in their second year or be too young for the three year old class. The number of children in the two year old group will be recommended by the Teacher and Director and approved by the Executive Board.

## ARTICLE VIII

### **Amendments**

8.01 Amendments - These bylaws may be amended by a simple majority vote of the members attending a general membership meeting.

## ARTICLE IX

### **Parliamentary Procedures**

9.01 Procedural Rules - The rules contained in the current edition of Robert's Rules of Order will govern the meeting of the cooperative in all cases to which they apply.