

The Learning Circle Preschool, Inc. By-Laws

Article I. Name

The name of the organization shall be: The Learning Circle Preschool, Inc.

Article II. Purpose/Mission

The mission of Learning Circle Preschool, Inc. is to create child-centered, individualized, developmentally appropriate programs serving preschool children and their families. Founded on respectful and nurturing interactions between teachers and children, and building on each child's curiosity and creativity, we come together as a classroom community whose goal is to inspire a lifelong love of exploration, thought, and learning. Our emphasis is on play, as it is through play that young children learn. Our core values are inclusion, diversity, and fairness. We work in partnership with parents, communicating closely, encouraging family involvement in the program and offering support and education on issues relating to child development and early childhood education. The Learning Circle Preschool, Inc. is organized exclusively for educational purposes.

Article III. Membership/Role of Members/Meetings of Members

A. Members

1. Each family or legal guardian of a child enrolled at Learning Circle Preschool shall be a member of the Corporation. Each family will have one vote (only) at the Annual General Meeting of Members.
2. Membership shall be without regard to race, color, religious creed, ancestry, union membership or political affiliation, age, sex, sexual orientation, national origin, or physical handicap.
3. Membership automatically terminates on the date when the last registered child of the Member leaves the program.

B. Role of Members /Meetings of Members

1. Annual General Meeting
 - The Learning Circle Preschool shall hold an Annual General Meeting of the Members each year, on the second Tuesday in April at a time to be set by the Board of Directors.
 - The Annual Meeting shall be held at the school or at an alternative location decided by the Board of Directors.
 - Attendance at the Annual General Meeting is required of each family with an enrolled child at the school, unless excused for medical reasons. No written proxies will be accepted as votes. Childcare will be provided at the meeting location by the school.
 - At every Annual Meeting, the Directors will report on the financial statements of the school, any audit or financial review that has been completed, and will transact such other business as may be properly brought before the meeting.

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- Vacant positions on the Board of Directors will be filled through an election of Members at the Annual Meeting. The voting will be by ballot.
- Any Member may consider and transact any business, either special or general, at Member meetings, if notice is provided in writing to the Secretary to be included in the agenda at least one week before the meetings of the Members. A Special meeting may be called by a combination of at least two of the following: Chair, Vice-Chair and/or Treasurer of the Board of Directors.
- Notice of Member meetings shall be given at least two weeks before the meeting, unless the statute in a particular case requires a greater period of time. This notice shall be in written form, stating the date, time, place, and subject of the meeting. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted. The above applies except in cases of emergency.
- A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of more than 50% of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as may be otherwise provided by law or by the Articles of Incorporation.

IT IS UNDERSTOOD BY THE BOARD OF DIRECTORS AND THE MEMBERS THAT THE ROLE OF THE MEMBERS SHALL BE ADVISORY IN NATURE EXCEPT WHERE THESE BYLAWS EXPRESSLY PROVIDE OTHERWISE.

2. Voting by Members

- At all general or special meetings of Members, each Member family shall have one vote per resolution.
- These by-laws may be amended in whole or in part by a 2/3 vote of the total school membership.
- In order to authorize a petition for the dissolution of the corporation, a vote of 2/3 of the total school membership is required.

ARTICLE IV. Board of Directors

1. The Board is responsible for overall policy and direction and supervision of the school and delegates responsibility for day- to- day operations to the Program Administrator. The Board of Directors shall manage the business and affairs of Learning Circle Preschool. Inc. In addition to the powers and authorities expressly conferred upon them by these by-laws, the Board of Directors may exercise all such powers of the school and do all such lawful acts as are not expressly reserved in the by-laws for the Members.

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2. Consistent with its mission, it is a value of the Learning Circle Preschool that the Board of Directors, to the extent possible, represents the diverse programs, classes and communities of the school.
3. The Board of Directors sets policies for the school, and delegates the responsibility to carry out these policies and the authority to uphold these policies to the Program Administrators.

A. Composition of the Board of Directors

1. The Board of Directors shall consist of between five (5) and nine (9) members at any time. These members include two (2) Program Administrators (staff representatives), who shall be continuous voting members ex officio, two (2) – five (5) current family members, and Community members.
2. Directors, with the exception of program administrators and excepting the initial configuration of the Board, shall be elected for a two-year term. Upon expiration of a two-year term, a Director may choose to be re-nominated for an additional two-year term, to be voted on by Members at the Annual Meeting.
3. Whenever possible, Board terms will be staggered, to allow for maximum continuity and to assure that each Board has some experienced officers. The goal is for no more than 1/3 of the Board to retire in any given year.
4. The Chairperson of the Board shall be a current Member (parent or guardian).
5. Community members act as a voice from outside the school.

B. Conflict of Interest of the Board of Directors

1. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such.
2. In the event that a Director has a conflict of interest on an issue being discussed and voted on by the Board, the Director must state the conflict at the beginning of the meeting before the agenda is passed. The Director must then leave before the discussion of the issue and may not vote on the issue.
3. There may be times when ethical conflicts of interests arise, even when no legal conflict exists. In such cases, Directors should still state the conflict at the beginning of the meeting, to allow an opportunity for open discussion of the issue.
4. Program administrators will not be deemed to have a conflict of interest on budget issues.

C. Voting of the Board of Directors

1. A simple majority of the Board of Directors shall constitute a quorum.

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2. Each member of the Board of Directors shall have one vote with respect to Board business.
3. A simple majority of the Board Directors may adopt a resolution.
4. In the case of a tie vote as to Board Business, the Chair will lead further discussion, and hold a second vote. If the vote remains a tie, the Chair will determine the outcome of the vote.
5. Voting shall be taken by a show of hands, except if a Director attending the meeting requests secret ballot.
6. Discussion and votes of Financial issues and issues of policy must have a majority of the Board of Directors in attendance.
7. In the case of general salary and benefit issues, program administrators shall not have a vote.

D. Meetings of the Board of Directors

1. The Board of Directors shall meet on a regular basis to insure the smooth operation of the school. A minimum of eight (8) meetings must be held within each calendar year. The Secretary shall give notice of the meeting, at least two weeks before the scheduled date.
 - At least two weeks before each Board meeting, the Secretary will distribute to each Director (by hand-delivery OR by regular mail postmarked at least 14 days prior to the meeting) an agenda; any appropriate information about issues for discussion; financial information; committee reports, and a report from staff summarizing current activities, accomplishments, and needs.
2. The meetings of the Board of Directors will be open to members. Members may participate in discussions but will not have a vote.
3. Closed meetings of the Board, or committees appointed by the Board, may be held on confidential matters. There is a special burden for participants at such meetings to follow processes set out in the by-laws, school handbooks and other statements of policy.
4. The minutes of closed meetings will be kept to preserve evidence of the discussion and must set forth the date, time, place, members present or absent, and the actions taken. The minutes will be kept secret only as long as is needed and will be released upon a 2/3 vote of the Board of Directors at a regular meeting.
5. A roll call vote of all Board Members present will be taken before going into closed (executive) session and will be taken to go out of executive session,

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so that the time is clearly defined. Within executive session, the roll will be called for all votes.

ARTICLE V. Officers of the Board of Directors

1. The Officers of the Board of Directors shall be comprised of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Board may decide to name others as the need arises.
2. Positions on the Board shall be elected by and held by the members of the Board of Directors. The position of Chairperson shall be held by a voting (parent or guardian) member. Officers on the Board will be elected by a majority vote of the current Directors.
3. Officers shall have such authority and shall perform such duties as are provided by the Bylaws.

Section 1. Job Descriptions of the Board of Directors

1. Chairperson
 - Maintain knowledge of the school's organization, along with a personal commitment to its mission
 - Oversee Member and Board of Directors meetings
 - Appoint committee chairs, and with program administrators recommend who will serve on committees
 - Chair the Governance Committee
 - Serve as an ex officio member of all committees (other than the Governance committee), with no committee vote.
 - Assist the Program Administrators in preparing the agenda for Board meetings.
 - Work in partnership with program administrators to make sure board resolutions are carried out.
 - Meet regularly with program administrators and provide for regular communication and collaboration between the Board of Directors and staff.
 - Call special meetings when necessary.
 - Assist the program administrators in conducting orientations for new Board members.
 - Help coordinate the program administrators' annual performance evaluation
 - Periodically consult with board members about their roles on the Board and offer guidance as they assess their performance.
 - With the exception of the initial Board, the position of Chairperson cannot be assumed by a first year Board member.
2. Vice-Chairperson
 - Maintain knowledge of the school's organization, along with a personal commitment to its mission

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- Attend all Board meetings
- Carry out special assignments as requested by the Board Chairperson or by the full Board.
- Become knowledgeable about the responsibilities of the Chairperson so that the ability to perform the Chairperson's duties in his or her absence is maintained.
- Assume the responsibilities of the Chairperson in the absence of the Chairperson.
- Chair the Fundraising Committee.

3. Secretary

- Maintain knowledge of the school's organization, along with a personal commitment to its mission
- Attend all Board meetings and be responsible for recording all votes and minutes of all the proceedings in the school's books. The Secretary may delegate the responsibility of taking minutes to another Board member, but is accountable for their accuracy and distribution.
- Maintain all Board records, ensuring their accuracy
- Review Board minutes
- Provide notice of meetings of the Board and of committees when required
- Handle all duties of a secretarial nature, which may arise in connection with the functions of the Board.
- Assume responsibilities of the chairperson in the absence of both the chairperson and vice-chairperson

4. Treasurer

- Maintain knowledge of the school's organization, along with a personal commitment to its mission
- Understand financial accounting for non-profit organizations.
- Serve as financial officer of the organization and as chairperson of the Finance committee.
- Work with the finance committee to manage the board's review of and actions related to the board's financial responsibilities.
- Work with program administrators to ensure that financial reports are made available to the Board in a timely manner.
- Assist the program administrators in preparing the annual budget and presenting the budget to the Board for approval.
- Manage or cause to be managed the funds and transferable securities of the school and for maintaining accurate and complete accounting of all the assets, liabilities, revenues, and outlays of the school.
- Assure compliance with all regulations relating to maintenance of payroll records, payroll tax, and withholding depositories
- File or cause to be filed all necessary financial forms and reports required by law of a non-profit institution.

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- Oversee the annual financial review and assure the timely filing of this review.

ARTICLE VI. Rules Regarding the Service of the Board of Directors

A. Removal of Director(s)

1. The Board of Directors may remove any Officer or Committee Chair of the Board of Directors by two-thirds vote of the Board whenever in its judgment the best interests of the school will be served thereby.
2. Apart from the regular end of term in office, a Director will automatically be removed from the Board:
 - If the Director delivers a letter of resignation to the Secretary
 - If the Members vote two thirds in favor of removing a Director at a special meeting called for that purpose.
 - If a Director fails to attend three (3) consecutive Board meetings with no advanced cause given.
 - If the Director withdraws from the program for any reason.

B. Vacancies on Board of Directors

1. A vacancy on the board, however caused, may exist as long as a quorum (simple majority vote) of Directors remains in office. In this case vacancies can be filled at the next Member's Meeting by election.
2. If there is not a quorum of Directors remaining in office, the remaining Directors shall immediately call a meeting of the Members to fill the vacancy.

C. Nominations to the Board of Directors

1. The Governance Committee has primary responsibility for assuring that the nomination process for the Board of Directors is fully carried out.
2. The full membership of the school will receive information about the nominating process and current Board needs at least one month in advance of the Annual meeting, so that nominations can come directly from members.
3. Anyone interested in Board participation will receive written information about school functions, including but not limited to copies of the Bylaws, and current Board, Staff, and Parent Handbooks.
4. Anyone interested in Board participation will be required to talk with at least one representative of the Governance Committee in advance of the Annual meeting about roles and responsibilities on the Board, current Board needs, and the interests and possible contributions of the interested party.

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5. A representative of the Governance Committee will offer an overview of the nominating process at the Annual meeting. This overview will include a discussion of current Board 's makeup and needs, and the school's interest in assuring that the Board represents the diverse programs, classes, and communities of the school.
6. Each candidate for a Board position will be asked to articulate their interests and possible contributions to the school at the Annual meeting.
7. Voting for new Board members will be by ranked ballot using the Instant Runoff method.

ARTICLE VII. Committees

1. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more board directors, including a program administrator participating ex-officio with no committee vote, and an appropriate number of school Members (parents or guardians) as determined by the Board.
2. All committees serve at the pleasure of the Board. Committee recommendations and actions should be brought before the full Board for discussion and for votes.
3. All committees are responsible for maintaining accurate records, minutes, and appropriate documents of all meetings held, and should provide periodic reports of activities to the full Board.

Section 1. Standing Committees

- **Governance** – The Chair of the Board is the Chair of this Committee. This committee's primary function is to assure that each Board member has the guidance, tools, and motivation to carry out his or her responsibilities. Tasks of the committee include:
 1. Assessing the Board's current composition and identifying missing qualities and characteristics that might enhance the Board's ability to serve the school's mission
 2. Develop a plan for recruitment to the Board and communicate with potential participants.
 3. Assure that the school's full membership has received information about the nominating process and Board needs, including at least one-month notice so that nominations can come directly from members.
 4. Develop, then update, job descriptions for Board members

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5. Assist in developing a plan for the orientation of new Board members, and offer on-going education and support about roles and responsibilities of Board members.
 6. Ensure that the Board participates fully in on-going self-assessment
- **Financial** – The Treasurer of the Board is the Chair of this Committee. The Finance Committee’s primary function is to oversee all aspects of the school’s financial management and record keeping systems. The fiscal year shall be the calendar year. Tasks of the committee include:
 1. Work with the treasurer and program administrator to oversee business and financial management procedures
 2. Help assure that financial reports are made available to the Board in a timely fashion.
 3. Assist in the development of the annual budget for Board review
 4. Develop a plan for regular review of policies and procedures relating to the school’s financial affairs, including
 - a. Using generally accepted accounting methods
 - b. Complying with all applicable laws and regulations
 - c. Providing reliable financial information
 - d. Operating effectively and efficiently
 - e. Maintaining accurate records
 - **Fundraising** – The Vice-Chair of the Board is the Chair of this Committee. The Fundraising committee’s primary function is to develop fundraising strategies and events to meet program needs. Tasks include:
 1. Develop a balanced annual calendar of events based on program needs and priorities set with the Board
 2. Develop a system to both thank and acknowledge those who support fundraising efforts
 3. Communicate with parents and the community about how fundraising dollars are used and how the schools’ mission can be enhanced through fundraising efforts
 4. Keep clear and accurate records of both expenses and revenues generated through fundraising

ARTICLE VIII Books and Records

The Learning Circle preschool shall keep an accurate record of the proceedings (meeting minutes) of the members and the Directors, the copy of its Bylaws, including any amendments to date, certified by the Secretary of the Board. The school will also keep appropriate, complete, and accurate books, correspondence files or records of account. The Financial records of the organization are public information and shall be made available to the membership, Board members and the public.

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1. Meeting minutes, with the exception of minutes of executive sessions, shall be distributed by the Secretary to all Board members prior to the meeting in which they will be reviewed (with the meeting notice). In addition, minutes (that have been previously adopted by the Board at a regular meeting) will be made available to any Member of the school within one week of the request being made.
2. The minutes of executive sessions will be kept on record and may only be released to members by a vote of 2/3 of the Board of Directors at a regular meeting.

ARTICLE IX Liability of the Board of Directors

1. No director shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as director notwithstanding any provision of law imposing such liability, provided however that this provision shall not eliminate the liability of a director, to the extent that such liability is imposed by applicable law;
 - For any breach of the directors duty of loyalty to the corporation or its members
 - For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; and
 - For any transaction from which the director derived an improper personal benefit.
2. No provision, repeal, or amendment of these by-laws shall eliminate the liability of a director for any act or omission occurring prior to the provision, repeal, or amendment.

Article X. Staff

1. The Board of Directors delegates the responsibilities for the daily management of the school, including but not limited to the hiring, evaluation, and dismissal of employees, to the chief program administrator.
2. If the chief program administrator requests that the Board of Directors advise on a serious personnel matter, a task force created specifically for the purpose will be created to handle the situation. All rules named in the bylaws referring to closed meetings of the Board under Article IV Meetings of the Board of Directors: D will apply to this task force.
3. If a problem arises relating to the job performance of the chief program administrator, a special task force will be created to handle the situation. All rules named in the bylaws referring to closed meetings of the Board under Article IV Meetings of the Board of Directors will apply to this task force.

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A. Evaluation

1. The Learning Circle Preschool, Inc. will regularly evaluate its programs, staff, and Board of Directors using a variety of mechanisms to collect evidence of the extent to which programs meet the expected standards of quality. In order to assure that evaluation systems are effective:
 - Evaluation will be used for continuous improvement, and focus on processes and implementation as well as outcomes
 - Opportunities for self-evaluation will be central in each evaluation process
 - Identified goals will guide the evaluation process
 - Goals will be comprehensive, and relate to families, staff, and the community, as well as to child-oriented developmental goals
 - Program evaluation results will be publicly shared.
2. Each employee of The Learning Circle Preschool, Inc. can expect consistent, direct, and constructive information from their supervisor about their professional performance, and, in the case of the program administrator, from the Board of Directors. Supervisors and designated Board members, in their role as overseers of the program, are responsible for helping employees develop the skills and abilities necessary to function successfully in their position.
3. Each teacher, including teaching program administrators, will evaluate and improve their own performance based on on-going reflection and feedback from supervisors, peers, and families. An annual individualized professional development plan will be developed with each teacher's supervisor, will be used to inform on-going professional development, and will be updated as needed.
4. The program administrator will evaluate all staff's job performance annually. This evaluation process will include information from each teacher's self-evaluation, individualized professional development plan, on-going observations, and information about program quality from families via program evaluations and questionnaires.
5. Board of Directors designees will evaluate the chief program administrator's job performance annually. This evaluation process will include information from the program administrator's self evaluation and professional development plan, on-going observations of classroom work by a trained observer designated by the Board, feedback from the Board of Directors, and information about program quality from families via program evaluations and questionnaires.
6. The Board of Directors will evaluate its effectiveness annually. The evaluation process will include information from each Director's self evaluation, and a review of the effectiveness of the Board of Directors in

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relation to the school's mission, annual goals, strategic planning, and information about program quality and Board functions from families and staff via program evaluations and questionnaires.

7. If it is determined that, after observation and informal discussions about problems in any employee's job performance, sufficient progress is not occurring, those informal discussions will be complemented by written documentation, which will be given to the employee at the time it is written and which will become part of that employee's professional record. This documentation will reflect the content and conversations between all parties concerned and will contain at least the following components:
 - The specific responsibilities that the employee is failing to fulfill completely
 - The ways in which and degree to which the employee must improve in the areas of concern in order to meet responsibilities
 - The time frame in which the stipulated standards of professional performance must be met
 - Any steps that will be taken by the school regarding the employee's employment status if these standards are not met.

An employee may make a written response to this documentation within 7 days. That response will also become a permanent part of the employee's professional record.

B. Grievances

1. Any grievances, whether relating to parents, employees, or the Board of Directors, will be brought up directly with the party in question first, in the interest of coming to a quick and direct resolution.
2. If concerns cannot be resolved directly, then the party's immediate supervisor will be consulted, and that supervisor, or, in the case of the chief program administrator, a designated Board member, will be consulted and will join communication processes in a mediating role.
 - In the case of an unresolved grievance arising between two teachers the chief program administrator will be consulted
 - In the case of an unresolved grievance arising between parents and teachers the chief program administrator will be consulted
 - In the case of an unresolved grievance arising between teachers and a program administrator, the Board of Directors will be consulted.
3. Whenever this problem solving method is adopted, a written record of any meetings will be kept, and will include the date, names of participants, a description of the nature of the grievance, record of agreements made, a follow up plan to assure that the issue has been resolved, and the signatures of all parties present.
4. Whenever the Board of Directors is consulted, the following guidelines will be followed:

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- Any employee asserting a grievance with the program administrator will be required to file a written complaint to the Board of Directors before the issue will be heard.
 - The Board of Directors will form a task force, subject to all rules for closed meetings set forth in Article IV Meetings of the Board of Directors: D, to meet with all parties concerned to discuss the complaint
 - The Board of Directors will determine whether the complaint was justified, and whether any further action should be taken.
 - Within a reasonable period of time, the Board of Directors will render a decision regarding the matter, and will respond in writing to all parties concerned.
5. In the case when a program administrator has a grievance against the Board of Directors and does not believe that the grievance has been properly handled, a parent committee will be formed to review the handling of that grievance. Such a committee will be comprised of a parent from each program in the school. No Board members will serve of the committee. The role of the committee will be solely to determine if the handling of the grievance has strictly followed school policy as outlined in the bylaws and the Staff Handbook. If the committee is not unanimous in agreement that the proper procedures have been followed, the Board of Directors will correct any procedural errors, if necessary restarting the procedure at the stage where the correction needs to be made.

C. Termination of the Employment of the Program Administrator

In the event that a program administrator's contract is not renewed, that administrator has the right to address the entire Board of Directors in a formal, open session, to explain why they believe an injustice has been done.

ARTICLE XI. Amendments

Section 1. These Bylaws may be amended when necessary by a two-thirds majority of the Members. Proposed amendments must be submitted to the Secretary of the Board of Directors, to be sent out with regular meeting notices.

ACKNOWLEDGEMENT

These bylaws were approved at the first meeting of the members and incorporating Directors of the Learning Circle Preschool, Inc. on March 21, 2006.