

BY-LAWS

ARTICLE 1: NAME

The name of this organization will be Valley Drive Pre-school, Inc., hereinafter referred to as the School.

ARTICLE II: PURPOSE

Section 1.

The School is a non-sectarian, non-profit, parent-owned and parent administered association whose purpose is to provide an enriched program for children of preschool age under the guidance of professionally trained teachers and parents or guardians.

Section 2.

In fulfilling the purpose stated in Section 1, the School shall, for the duration of the School, be operated exclusively as a non-profit school within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954.

Section 3.

The intended duration of the School is perpetual. In this sense, the assets of the School of whatsoever form or where so ever located are permanently dedicated to the concept of offering to the community the services of a non-profit cooperative school. To this end, should the School dissolve, all assets described above shall be distributed only to other organizations having a like or similar purpose and operated exclusively on a non-profit basis within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

Section 4.

Out of respect for the integrity of individual religious beliefs and a conviction that religious orientation is in the realm of a private matter between parent and child, the School shall celebrate only the Thanksgiving holiday. No other holidays shall be observed either formally or informally.

ARTICLE III: MEMBERSHIP, ADMISSIONS AND TUITION

Section 1. Membership

A. Membership Parents or legal guardians of children enrolled in the School constitute the membership and will be called member families. No family shall be denied admission for reasons of race, creed or national origin.

B. Rights and Obligations

1. Each member family will have the right to vote, one vote per child enrolled, at all general membership meetings and will be furnished copies of the By-laws and other written information regarding the activities of the School. In order to vote, at least one parent of the member family must be present.
2. Each member family will make prompt payment of tuition and fees.
3. One parent, guardian, or approved surrogate shall assist in the classroom on a regularly scheduled basis. Up to six weeks maternity leave is permitted during which time no participation is required and schedules will be adjusted to absorb the work of the absent parent.
4. One parent or guardian shall attend each general membership meeting.
5. Each member family is expected to participate in the activities of the School.

Section 2. Admissions

- A. Requirements The requirements for admission will include payment of admission fees, submission of necessary forms as specified by the Board, and all health forms required by the Board.
- B. Priority From January 1 to the date of Open House of each year, priorities for admission will be given equally upon receipt of applications and fees to (1) current School members; (2) siblings of current School members; (3) siblings of alumni; and (4) children of current, active Commonwealth Baptist Church members. All other applications will be considered in the order in which they are received.
- C. Withdrawals Since it is presumed that each member family enrolls for the entire school year, if withdrawal is necessary, a thirty-day advance written notice to the membership chairperson is required.

The first thirty days of attendance is considered a period of adjustment and orientation.

At any time during the year the teacher may suggest the withdrawal of a child from the school or from a class for reasons considered just by the teacher, the director, and the Board. This may be done only with the approval of the Board and after consultation with the parents.

- D. Expulsion Any member of the school whose conduct is considered detrimental to the best interests of the school may be expelled from membership by 2/3 vote of the entire Board of Directors.

Section 3. Tuition

- A. Fees - All fees shall be determined by the Board of Directors. These shall include the non-refundable registration fee and tuition fee, late fees, and any other fees that may be required.
- B. Payments - Tuition is an annual fee, which may be paid in ten equal installments, due in mid-May and on the first of the months of August through April. In case of withdrawal from enrollment, tuition payments are non-refundable, except in the case of exigent circumstances. In such cases, a member may petition the Executive Board for a refund.

Tuition is due on the first of each month. Tuition received after the 10th of the month is subject to a late fee. Failure to pay tuition for two months, without written application for scholarship, will constitute cause for termination of membership by the school.

- C. Termination - Membership may be terminated upon thirty days written notice to the membership chairman. Tuition installments due during the thirty day notice period must be remitted. So long as membership is maintained, tuition must be paid whether or not the child attends school.

ARTICLE IV: GOVERNING BODY

Section 1. The Board of Directors

- A. The Board of Directors shall consist of not less than fourteen (14) nor more than seventeen (17) regular member positions, and shall include the elected positions of President, Vice President, Secretary, Treasurer and the seven Chairpersons of the standing committees listed in Article V. One representative from each class (Class Representatives) is appointed by the newly-elected Board. Three additional at-large Board members may be appointed at the discretion of the Board. The School Director shall be an ex-officio member of the Board.
- B. Any of the Board positions may be held jointly by a husband and wife. Such co-directors shall act jointly and have only one vote. The intention to function as co-directors must be declared at the time of nomination or appointment.
- C. Any of the Standing Committee chair positions may be held jointly by two members of the School. Such co-chairs shall act jointly and have only one vote. The intention to function as co-chairs must be declared at the time of nomination or appointment.

Section 2. Officer Directors

The usual affairs and business of the School shall be managed by four officer-directors, the President, Vice President, Secretary and Treasurer, subject to regulation by the entire Board of Directors.

Section 3. Election of the Board of Directors

- A. The President shall designate a nominating committee of not less than three (3) nor more than seven (7) members. This nominating committee shall include a member from each class, and at least two members shall be neither directors nor spouses of directors. The nominating committee shall select its own chairperson.
- B. One month in advance of the annual meeting, the nominating committee will request lists of recommended candidates from the general membership to be submitted within two weeks time. At least seven days prior to the election, the nominating committee shall notify members of its slate.
- C. The election of the Board shall be held at the general membership meeting in March. At the election meeting additional nominations from the floor shall be in order and a vote shall be taken in accordance with the provisions of Article VI, Section 3.

Section 4. Term of Office

- A. The term of office of each officer-director and chairperson-director shall be one year beginning in March following a joint meeting with the retiring Board and continuing until the following March joint Board meeting. The outgoing officer-directors will assist in transitioning the newly-elected officer-directors beginning at the March General Membership meeting until the end of the school term in June.
- B. The term of office of each Class Representative to the Board and At-Large Board members shall commence with their appointment and continue to the end of the current school year. (Committee assignments run from the beginning to the end of the school year.)

Section 5. Duties of Directors

- A. The Board of Directors shall have control of the general management of the affairs of the Corporation. The Board shall be responsible for the final selection of the teaching staff and for formulating and implementing the policies of the School.
- B. The Directors may adopt such rules and regulations for the conduct of their meetings and the management of the School, as they may deem proper, provided that such rules and regulations are not inconsistent with these by-laws and the Laws of the State of Virginia. Any rules and regulations adopted by the Directors under this

paragraph are subject to revocation or amendment by the regular membership under Article VI, Section B.

Section 6. Directors' Meetings

- A. Regular meetings of the Board of Directors shall be held monthly during the school year and at least once during the summer.
- B. Special meetings of the Board may be called by the President or upon request of at least seven members of the Board to convene at such a time and place as they may designate.
- C. Directors are required to attend all Board meetings. Continuing failure to attend may be cause for action by the Board under the provisions of this Article, Section 7.

Section 7. Removal of Directors

Any director may be removed, upon finding of just cause, at any time by a two-thirds (2/3) vote of the membership.

Section 8. Quorum

At any meeting of the Board of Directors, seven members of the Board shall constitute a quorum for the transaction of business.

Section 9. Reversal of Board of Directors Decisions.

A decision made by the Board of Directors may be overruled by a two-thirds vote of the entire membership at either a regular membership meeting or a special meeting called for that purpose.

Section 10. Resignations

- A. If the President resigns, the Vice President will assume the Presidency and serve the remainder of the term.
- B. In the case of resignation of the Vice President, Secretary or Treasurer, the President will appoint a temporary replacement until a special election can be held to fill the vacancy.
- C. In the case of resignation of Standing Committee chairpersons or Class Representatives, the Board shall make appointments to fill vacancies immediately when they occur.

Section 11. Compensation

No member of the Board of Directors shall receive any compensation whatsoever for his or her services as such, but that shall not preclude payment of official expenses authorized or ratified by the Board of Directors at any meeting.

Section 12. Duties of Officers

A. President The President shall prepare the agenda and preside at all meetings, shall enforce these by-laws, and cause to be called all meetings in accordance with these by-laws. The President shall also:

1. See that the books, filing reports, financial statements, licenses and certificates required by law are properly kept, made and filed; shall present at each annual meeting of the members a report on the condition of the school.
2. Sign and make all contracts, licenses and certificates in the name of the School.
3. Appoint all non-elected committee chairpersons necessary for the operation of the School.
4. Serve as an ex-officio member of all committees.
5. Exercise general supervision of all affairs of the School and perform all other duties incident to the position.
6. Negotiate rental agreements.
7. Maintain adequate insurance coverage for the corporation.

B. Vice President The Vice President shall:

1. Act as President in the absence or incapacity of the President.
2. Assist the President in coordinating activities of committees and in considering suggestions and resolutions of difficulties.
3. Attend meetings of the Northern Virginia Council of Cooperative Schools when the regular delegate cannot.
4. Act as a liaison between the Board, teacher, and the parents. When necessary, a meeting with the teachers should be held prior to a Board meeting. Parents with complaints regarding the program present them to the Vice President.

5. Serve as chairperson of any committee for the purpose of selecting new teachers: coordinate all aspects of the hiring process including advertising for the position, interviewing candidates, checking references and preparing contracts.
6. Prepare, maintain and renew contracts between professional staff and the School.
7. Provide a substitute teacher when a regular teacher is absent.
8. Keep a record of leave used by each teacher during the year and provide the Treasurer with a monthly record of leave and substitutes employed.
9. Prepare the School calendar in coordination with the Alexandria Public School calendar. Upon Board approval of the calendar, provide for its distribution to the membership at the beginning of the year.
10. Conduct annual evaluations of the School and prepare a written report to the Board and general membership.

C. Treasurer The Treasurer shall:

1. Collect, keep safely, record and account for all tuition and fees due.
2. Make disbursement as authorized by the budget and the Board.
3. Maintain current records of all debts and obligations of the School.
4. Report to the Board any delinquency on the part of a member family.
5. Prepare a budget for the coming year.
6. Make the books available for review by the President and an independent auditor once per fiscal year before the term of the new treasurer starts.
7. Prepare or cause the preparation and filing of proper tax returns and other employer/employee filing requirements for both state and federal agencies.
8. Keep abreast of changes in tax and reporting laws. Secure proper forms to maintain corporation status, 501 (c) (3) exemption, and proper tax practices.
9. Submit an annual report to the membership and cause for preparation a report of audit for the membership.
10. Prepare monthly written reports to the Board.

D. Secretary The Secretary shall:

1. Prepare and distribute working draft of minutes of the membership and Board of Director meetings within ten days of a meeting.
2. Make available at membership meetings the official, Board-approved minutes of all membership and Board of Director meetings during the current school year.
3. Keep an attendance record of members present at membership meetings.
4. Maintain all other official records and school correspondence.
5. Notify all concerned of the time and place of general membership and Board of Director meetings.

ARTICLE V: STANDING COMMITTEES

All members of the School will serve on committees as assigned. Assignments will be made by the President with the assistance of the Membership Chairperson, according to member's preference when possible.

Section 1. Standing Committees

A. The Standing Committees of the School shall be as follows:

1. Parent Education
2. Membership / Scholarship
3. Participation
4. Publicity
5. Newsletter
6. Fundraising
7. Parent Projects
8. Northern Virginia Council Delegate

B. Other ad hoc committees may be formed from time to time upon approval of the Board.

Section 2. Committee Responsibilities

A. Parent Education

1. Plan educational programs for members and make arrangements for speakers, films, refreshments, meeting room, etc.

2. Maintain a library of early childhood development books and materials for use of members and staff.
3. Assist the Membership Chairperson and Participation Chairperson in conducting an orientation program for members and the annual open house program.
4. Oversees the Health and Safety Committee to ensure that fire drills are performed, that health records are maintained and other health related services as designated by the Board are made available.

B. Membership / Scholarship

1. Serve as the primary contact between the School and prospective members.
2. Maintain application and other membership forms. Keep waiting list roster and work to fill all classes. Furnish up-to-date lists of School membership to members.
3. Inform teachers of additions to and withdrawals from their classes.
4. Assist the President in making committee assignments.
5. Assist Participation Chairperson and Parent Education Chairperson in conducting an orientation program for members and the annual open house program.
6. Actively solicit scholarship requests.
7. Evaluate applications with School Director.
8. Notify Treasurer and participation chairperson of enrollments and withdrawals.
9. Coordinate with Health and Safety committees to ensure health forms are up to date.

C. Participation

1. Prepare participation schedules for parent-helpers and cleaning assignments.
2. Maintain a record of participation of members. Bring to the Board's attention any substantial noncompliance on the part of any member.
3. Assist Membership Chairperson and Parent Education Chairperson in conducting an orientation program for members and the annual open house program.

D. Publicity

1. Be responsible for publicizing the School in the community for enrollment purposes.
2. Keep the news media informed of pertinent school activities.
3. Prepare notices and materials for advertising purposes.
4. Provide publicity for the annual open house.

E. Newsletter

1. Provide for the writing, editing, typing and art work of the School newsletter.
2. Provide for distribution of the newsletter.

F. Fundraising

1. Plan and execute any fundraising projects undertaken by the Board.
2. Maintain a file on all fundraising activities.
3. Coordinate deposit of receipts with Treasurer.

G. Parent Projects

1. Determine the need for repair and replacement of equipment with School Director.
2. Assign repair and maintenance projects to parents on a rotating basis.

H. Northern Virginia Council Delegate

1. Attend all meetings of the Board of Directors and Council Delegate meetings as liaison between the School and Council or be responsible for sending an alternate.
2. Report to the School on Council activities.
3. Supply the Council with up to date information about the School.
4. Send a copy of the School's newsletter to the Council delegate of each of the other schools, to the Council newsletter editor, and to the Council President.

ARTICLE VI: MEETINGS AND ELECTIONS

Section 1. General Membership Meetings Extraordinary Membership Meetings Board Meetings

A. There will be a minimum of 2 meetings of the membership during the school year.

B. Extraordinary meetings may be called by the Board or by petition by at least 10 member families, provided that 15 days notice is given.

C. Board meetings are covered in Article IV, Section 6.

Section 2. Quorum

The presence of one third of the total number of member families shall constitute a quorum for the transaction of business at an Extraordinary or General Membership meeting.

Section 3. Voting

At all meetings of the member families, the manner of deciding all matters not specifically regulated by statute or these by-laws shall be majority vote of the members present. All voting shall be by "ayes and nays" except in the case of elections which shall be by secret written ballot unless there is only one nominee whose nomination shall be seconded and approved by a majority of member families present.

Section 4. Notice of Membership Meetings

Notice of meetings shall be published in an appropriate Newsletter to the members and written notice shall be mailed to the member families. Notification shall be furnished at least 6 days in advance of the meeting date. In case of a meeting called to act on amendment to the By-laws or on a plan to merge or consolidate, a notice must be accompanied by the proposed amendment or plans of merger or consolidation, or summary thereof at least 10 days in advance of the meeting date.

Section 5. Order of Business

Call to Order
Roll Call
Reading or posting of minutes of previous meeting
Report of Treasurer
Reading of Correspondence
Reports of Standing Committees
Reports of Special Committees

Unfinished business
New business
Elections
Adjournment

ARTICLE VII: PROFESSIONAL STAFF

Section 1. Qualifications

The professional staff shall have at least a baccalaureate degree in education or a related field, unless such qualifications shall be specifically waived by the Board.

Section 2. Hiring Authority

The Professional Staff shall be hired by the Board of Directors upon recommendation of the Teacher Selection Committee. This committee is chaired by the Vice President and will ordinarily consist of the President, the Teacher-Director, the Parent Education Chairperson, and one or two other parents.

Section 3. Salaries

Salaries of the professional staff shall be determined by the Board of Directors. The professional staff shall each sign a contract specifying the terms of their employment and stating the salary, which shall apply during the life of the contract.

Section 4. Responsibilities

The professional staff shall be responsible for carrying out all requirements of their contracts and for implementing the general educational policy of the School. Teachers may attend meetings of the Board of Directors but shall not have a vote.

Section 5. Performance

Employment of the professional staff is subject to continued satisfactory performance. In the event of unsatisfactory performance, the teacher shall be given a hearing before the Board. The Board may, upon reaching an adverse decision by a two-thirds vote, terminate a contract with 30 days notice.

Section 6. Term of Employment

The School, a teacher or the Director may terminate a contract without penalty by giving to the other party thirty days written notice of intention to terminate.

ARTICLE VIII: FINANCE

The fiscal year of the School shall run from June 1 to May 31.

All expenditures not covered by the budget require approval of the Board.

Expenditures that will put the School in a deficit position must be approved in advance by the membership.

ARTICLE IX: AMENDMENT OF THE BY-LAWS

The By-laws may be amended at any membership meeting at which a quorum is present and upon the approval of two-thirds of the votes cast at such meeting, provided that each member is advised of any proposed amendment not less than ten days prior to such meeting.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1.

Unless otherwise provided herein, all questions of procedure shall be governed by Roberts Rules of Order, Revised.

Section 2.

The School Handbook defines the operating procedures and standing rules and regulations.

ARTICLE XI: DISSOLUTION OF CORPORATION AND DISTRIBUTION OF ASSETS

Section 1.

This corporation may be dissolved by a two-thirds vote of the entire membership at a special meeting called by the president upon two-thirds vote of the Board for this specific purpose. Notice of such meeting must be given in writing to all members of this organization at least ten days prior to the meeting date.

Section 2.

In the event of the dissolution of this corporation, all of its funds, assets and property (after payment of dissolution expenses) will be distributed to a non-profit organization having like purposes and objectives with those of this corporation.