

Redmond Toddler Group

By-Laws

Adopted October 24, 2011

Article 1. Name

The name of this nonprofit corporation is Redmond Toddler Group. The corporation will be referred to as the "cooperative" in these Bylaws.

Article 2. Principal Offices

The initial principal office for the transaction of the business of the cooperative is located at 17725 NE 65th St. Suite A100 in Redmond, Washington. The Board of Directors may change the principal office from this location to another location within this city. The cooperative may have other offices, either within or without the State of Washington, as the Board of Directors may determine.

Article 3. Purpose & Powers

This cooperative, in conjunction with the Lake Washington Institute of Technical of Kirkland WA, is organized to support families with young children by providing educational facilities and instruction for parents and their children.

Objectives of the cooperative include, but are not limited to:

1. To provide parent education to parents of infants and toddlers, enabling them to understand and respond to their child's needs
2. To encourage group discussion of parenting topics that supports parents and provides them with current information
3. To help families connect with the resources in the community
4. To provide an enriching environment and activities for children

In furnishing services to its members, the cooperative's operations shall be so conducted as nearly as possible at cost and not for profit. The cooperative shall have all of the general or specific powers conferred on this cooperative by the laws of the State of Washington, all of which are hereby expressly claimed.

Article 4. Membership

Section 4.1 One Class of Members; Joint Membership: Voting The cooperative shall have one class of members, which shall consist of the parents of a child or children enrolled in the cooperative. Members must be a registered student of Lake Washington Institute of Technical and enrolled in a Redmond Toddler Group class. Each member or joint member shall be entitled to one undivided vote on each matter submitted to a vote of the membership. A joint member vote may be cast by either of the parent(s) or guardian(s) of the child(ren) enrolled in the school. Duties of the members include paying tuition and other fees established by the Board, and adhering to the policies established by the Board which are listed in the Student Handbook.

Section 4.2 Eligibility for Admission and Membership: The Redmond Toddler Group admits students of any race, color, gender, religion, national and ethnic origin, age, handicap, or sexual orientation and does not discriminate in the administration of its educational policies, admission policies, scholarship and loan programs, or other school administered programs. Provided, however, a condition of the admission of any child(ren) is that the parent(s) or guardian(s) of such child(ren) shall agree to be member(s) of the cooperative and to comply with all of the policies, rules and regulations of the cooperative.

Section 4.3 Termination of Membership: The Board of Directors, by an affirmative vote by a majority of the Directors present at any regular meeting at which a quorum is present, may suspend, expel or terminate any member for cause after appropriate notice and hearing, including but not limited to, the non-payment of tuition as herein provided.

Section 4.4 Powers of Members: The membership shall elect a Board of Directors and Officers at the annual membership meeting in April.

Section 4.5 Admission and Membership Eligibility Criteria: The Board may establish tuition requirements and admission standards for students and membership requirements for parents/guardians, which shall be set forth in standing rules, which shall be available to all members and potential members and outlined in the Student Handbook.

Section 4.6 No Personal Liability. No Member shall be liable to third parties for this Cooperative's acts, debts, liabilities, or obligations. A Member will, however, be liable to this Cooperative for tuition and annual dues and assessments as provided by these Bylaws and for other contractual obligations of the Member to this Cooperative or as may otherwise be agreed to by this Cooperative and the Member.

Article 5. Meetings of Members

Section 5.1 Annual Meeting: The annual meeting of the members shall be held in the month of April of each year, or as determined by the Board. Such annual meeting shall be held at such place and time as designated by the Board of Directors.

Section 5.2 Special Meeting: Special meetings of the members may be called by the President, or any two directors and shall be held at the principal offices or any other such place the directors may determine.

Section 5.3 Notice of Meetings: All notices of meetings of members shall be sent or otherwise given not less than ten (10) days before the date of the meeting. Such notice shall state the nature of the business expected to be conducted and the time and place of the meeting. No business shall be transacted at any special meeting other than that referred to in the notice. Provided, the failure to give notice or of any member to receive notice shall not invalidate any action taken at the meeting if a quorum was present.

Section 5.4 Quorum: At any meeting of the members of the cooperative, 20% of the members shall constitute a quorum for any and all purposes; provided that if a quorum is present, thereafter, the meeting may be conducted until adjournment.

Article 6. Board Directors and Officers

Section 6.1 Number and Qualification of Officers and Directors: The authorized number of Directors shall be no less than three (and no more than twenty-four (24), not including parent leaders who represent each class. The Officers of this cooperative shall be a president, a vice-president/registrar, a secretary, a treasurer, and any other positions deemed necessary by the Board, each of whom shall be Directors. At least one Teacher-Advisor shall be a non-voting member of the Board. Any two or more of the foregoing offices may be held by the same person. Any member in good standing is eligible to be elected as an Officer and/or Director. The majority of the officers must be current members.

Section 6.2 Election and Term of Officers and Directors: Officers and Directors shall be elected by the members at the annual meeting of the members or through a balloting method. The Officers and Directors so elected shall hold office for a term of one year beginning *June 1st*; however, if any annual meeting is not held, or if Officers and Directors are not elected at any annual meeting, they may be elected at any special meeting subsequently held for that purpose, or by email proxy or the Board may fill any remaining positions at its discretion. Each Officer and Director, including an Officer or Director elected to fill a vacancy or elected at a meeting, shall hold office until expiration of the term for which elected and until a successor has been elected.

Section 6.3 Nomination of Officers and Directors. Before the annual meeting, any member in good standing of the cooperative may nominate himself or herself to be an Officer and/or Director by filling out an application and submitting it to

the President. In addition, any member may nominate any other member to be an Officer and/or Director. The officers of the cooperative shall be elected by the Board from the members at large as nominated or recommended by a Teacher-Advisor, Officer or Member. The nomination and election shall occur prior to May 31 of each year insofar as is possible. Any unfilled positions will be vacancies to be nominated and elected to the board by the new Board of Directors as it exists after May 31.

Section 6.4 Vacancies: Except as otherwise provided by law, vacancies in the Board of Directors, whether caused by resignation, death or otherwise, shall be filled by the Board of Directors upon the recommendation of a Teacher-Advisor. A Director thus appointed to fill a vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected. If there is a vacancy caused by resignation, death or otherwise of a Director who is also an Officer, any member, including the existing Officers and/or Directors may be nominated for the vacant Officer/Director position.

Section 6.4 Meetings by Conference Telephone or Similar Communications:

Except as may be otherwise restricted by the articles of incorporation or bylaws, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence, in person, at a meeting. For meetings not held in person, Board Members shall be allowed to use electronic mail or otherwise for votes on any motion. Email containing votes should be sent to the Secretary to proper record-keeping.

Section 6.5 Annual Meeting: Following each annual meeting of the members, the Board of Directors is authorized to hold a regular meeting for the purposes of organization, and the transaction of other business without further notice of such meeting.

Section 6.6 Regular Meetings: Regular meetings of the Board of Directors shall be held during the fourth week of each month or at such times and at such places as the Board of Directors may determine. Oral or written notice of such meetings shall be given not less than 24 hours prior to the time of meeting. But such notice may be waived by all the Board of Directors, and their appearance at a meeting shall constitute a waiver of notice.

Section 6.7 Special Meetings: A special meeting of the Board of Directors shall be held whenever called by the president or by a majority of the directors. Only the business specified in the written notice shall be transacted at a special meeting. Each call for a special meeting shall be in writing or by printed notice given by electronic transmission, stating the place, day and hour of the meeting. Notice of any such meeting of the Board of Directors shall be given at least two (2) days prior to the meeting, and a ballot is permissible.

Section 6.8 Quorum and Failure of Notice: A majority of the Board of Directors shall constitute a quorum at any meeting of the Board. The failure to give notice of or

any Director to receive notice of a Regular or Special Meeting shall not invalidate any action taken at the meeting if a quorum was present.

Section 6.9 Powers and Duties of Directors: Subject to the limitations provided in the articles of incorporation, other sections of these bylaws, and of Washington law, the business of the cooperative shall be exercised by the Board of Directors. Without limitation, the Directors' powers and duties include the following:

- 6.9.1. General supervision and control of the business and affairs of the cooperative. The board may delegate duties to an Advisory Board
- 6.9.2. Subject to any applicable policies of Lake Washington Technical College, authority to admit and terminate members and to adopt rules and regulations to govern the operation of the cooperative and the members.
- 6.9.3. Authority to procure insurance covering general liability of the company for accidents.
- 6.9.4. Directors shall provide an accounting system adequate to meet the requirements of the cooperative.
- 6.9.5. To select one or more banks to act as depositories of the funds of the cooperative.
- 6.9.6. The foregoing enumeration of powers and duties is not intended to be exclusive and shall not limit or restrict the exercise of the general or specific powers conferred on this cooperative by the laws of the State of Washington.

Section 6.10 Reimbursement and Compensation: The cooperative may reimburse Officers and Directors for actual and reasonable costs of travel, meals, and lodging for attendance at conferences, seminars, and training sessions that are for the benefit of the cooperative provided that such expenses shall be approved by the Board President (preferably in advance) or if the expense is for the Board President by two other Board officers.

Directors serve in a volunteer capacity and will not be entitled to compensation for attendance at meetings or for travel to and from regular and special meetings. No voting member of the Board of Directors, or member of the immediate family of any Board member, shall occupy any position in the cooperative on a regular salary.

Section 6.11 Removal of Directors: A Board member may be removed from office for cause by a two thirds (2/3) vote of members. Any Board member who resigns or fails to attend at least three (3) consecutive regularly scheduled meetings without cause shall be deemed as having resigned from the Board of Directors.

Article 7. Officers and Committees

Section 7.1 Officers: The following Officers of the cooperative shall be elected as Officer/Directors by the membership. The majority of the offices must be filled by members.

Section 7.2 President: The president shall (1) preside over all meetings of the cooperative and of the Board of Directors; (2) call special meetings of the Board of Directors; (3) appoint such committees as the Board of Directors may deem advisable for the proper conduct of the cooperative; (4) work with Teacher-Advisors to resolve conflicts within membership; (5) perform all acts and duties usually performed by a presiding officer.

Section 7.3 Vice President/Registrar: The Vice President/Registrar shall (1) correspond with, register and keep current class lists of all students. In the absence or disability of the president, the vice president shall perform the duties of the president, provided, however that in the case of death, resignation, or disability of the president, the Board of Directors may declare the office vacant and elect any eligible person president.

Section 7.4 Secretary: The secretary shall keep a full and complete record of all meetings of the cooperative and of the Board of Directors and shall have general charge and supervision of the books and records of the association. The secretary shall sign papers pertaining to the cooperative as authorized or directed by the Board of Directors.

The secretary shall serve all notices required by law and by these bylaws and shall perform such other duties as may be required by the cooperative or the Board of Directors. Upon the election of a successor, the secretary shall turn over all books and other property belonging to the cooperative.

Section 7.5 Treasurer: The treasurer shall be responsible for the depositing, keeping and disbursing of all monies of the cooperative, and shall keep accurate books of accounts of all transactions of the cooperative. The treasurer shall perform such duties with respect to the finances of the cooperative as may be prescribed by the Board of Directors. At the expiration of his term of office, the treasurer shall promptly turn over to his successor all monies, property, books, records, and documents pertaining to his office or belonging to the cooperative.

Section 7.6 Other Officers. The Board of Directors, as they may deem for the best interest of the cooperative, may provide for the appointment of additional officers to manage the activities and affairs of the Cooperative. Such additional officers may be appointed from within or outside the membership, such as an Advisory Board, and may, but need not be members of the Board of Directors.

Section 7.7 Advisory Board. The Advisory Board for Redmond Toddler Group shall be no less than three and no more than five volunteers, the majority of which will current or former members of the Redmond Toddler Group, along with a Teacher-Advisor. The term for the Advisory Board shall be no less than two and no more than three years and staggered so that there will always be senior members on the Board. The Advisors will

meet quarterly unless they deem more meetings are necessary.

The role of the Advisory Board is to support and advise the Board of Directors, focus on the long term health of Redmond Toddler Group, and oversee the following:

- Employees: the Advisors will recruit, hire, and negotiate employment contracts.
- Long term financial planning and goals: the trustees will develop a 5 to 10 year financial plan for the coop. They will also support the coop's grant applying efforts.
- Promote the cooperative: the trustees will develop relationships and partnerships with the larger community and maintain communication with alumni on behalf of the coop.
- Oversee scholarships along with the Treasurer and faculty.
- Assist with finding an appropriate location for the school (when needed) and assist with the lease and contract negotiations.

Those interested in joining the Advisory Board will submit an application to the Board of Directors and be voted in by the General Membership by either a balloting process or during a general membership meeting. An Advisory Board member may be removed from office for cause by a simple majority vote of members.

Article 8. Miscellaneous Provisions

Section 8.1 Books and Records: The Cooperative shall keep the following at its principal or registered office: (a) current copies of the Articles, Bylaws and Student Handbook; (b) copies of correct and adequate records of accounts and finances, including the approval budget; (c) minutes of the meetings of the Board of Directors, Members and any committees; (d) records of the name and address of each of the Members; and (e) such other records as may be necessary or advisable, including copies of all contracts of the Cooperative.

Section 8.2 Fiscal Year: The Cooperative's fiscal year shall end on May 31 or as deemed by the Board of Directors.

Section 8.3 Rules of Procedure: To the extent that it is not inconsistent with the Articles, these Bylaws or applicable law, the most recent edition of Robert's Rules of Order shall govern all questions of parliamentary procedure at meetings of the Board of Directors or the Members.

Section 8.4 Conflict of Interest/Compensation: No Officer, voting Board member, or Member of the Cooperative shall have any personal financial interest, direct or indirect, in any activity undertaken by the Cooperative. No Board member, committee member, or Officer shall receive compensation for their service, but may receive reimbursement for approved expenditures incurred on behalf of the Cooperative. Board Members, Officers, and Members of the Cooperative shall be eligible to apply for tuition scholarships.

Board Members, not including Parent leaders, shall pay the rate of tuition, exclusive of

all other fees, at the rate of 80% of the total. Parent leaders shall pay the rate of tuition, exclusive of all other fees, at the rate of 90% of the total.

Section 8.5 Dissolution: Should the Cooperative be dissolved, the Board of Directors shall be responsible for liquidation and disposition of all assets, including equipment and cash on hand. Upon dissolution, all assets remaining after payment of all liabilities shall be distributed to another nonprofit.

Section 8.6 Standing Rules: The Board of Directors may adopt such Standing Rules, relating to the amount and payment of tuition and all other matters which the Board of Directors deems appropriate, as the Board of Directors may deem beneficial to the fulfillment of the purposes of the cooperative. These rules shall be published in the Student Handbook.

Section 8.7 Amendment of Bylaws: These Bylaws amend and restate in their entirety the Bylaws of the Cooperative heretofore adopted, as same may have been revised. These Bylaws may be further altered, amended, or repealed and new Bylaws may be adopted by the vote of a simple majority of the Board of Directors at a meeting, special meeting, or by ballot.

Section 8.8 Indemnification, Limitation on Liability and Insurance. The cooperative may indemnify any director, officer, or former director against all judgments, penalties, fines, settlements, and reasonable expenses, including attorney's fees, in connection with any proceeding to the maximum extent authorized under RCW 23B.17 .030, subject to the provisions of Chapter 23B.08.560 RCW, as now enacted or hereafter amended. The risks covered by this indemnification may be protected against by the purchase, maintenance, and payment of premiums for such insurance as in the discretion of the Board is deemed to be appropriate.

Section 8.9 Non Discrimination. The cooperative will comply fully with all applicable state or federal statutes and regulations forbidding recipients of state or federal financial assistance from discriminating on the ground of race, color, gender, national origin, age, handicap, or sexual orientation. Furthermore, the cooperative shall provide equal employment opportunities without regard to race, color, gender, national origin, age, handicap, or sexual orientation.

I hereby certify that the forgoing Amended and Restated Bylaws of Redmond Toddler Group were duly adopted by the Board of Directors at meeting held on **October 24th, 2011.**

_____ Secretary, Heather Armenise

_____ President, Colleen Pryke