

WESTSIDE COOPERATIVE PRESCHOOL, INC.

BYLAWS

Article 1. Name

The name of this nonprofit corporation is Westside Cooperative Preschool, Inc. 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 202 Delphi Rd., SW, Olympia, Washington. The Board of Directors may change the principal office from this location to another location within this city.

Article 3. Purpose & Powers

This cooperative, in conjunction with South Puget Sound Community College of Olympia, WA, is organized to support families with young children by providing programs where children and parents learn together as participants in a college laboratory setting. The preschool shall provide a flexible, stimulating environment in which each child may freely experience, at his or her own rate, a broad range of physical, social and intellectual activities. The preschool shall provide parents with an opportunity to be directly involved in the education of their children and to get instruction in the skills of parenthood. 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: The cooperative shall have one class of members, which shall consist of the parents of a child or children enrolled in the preschool. The mother and father of an enrolled child(ren) shall be considered joint members of the cooperative. A single parent or guardian of an enrolled child(ren) shall be considered a member of the cooperative.

Section 4.2 Eligibility for Admission and Membership: The Westside Cooperative Preschool, Inc. 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. Children under the age of 24 months or children who are eligible for kindergarten are not eligible for preschool except in special cases to be determined by the head teacher and the Board of Directors.

Section 4.3 Voting Rights: 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. A member may vote at any meeting of the membership through his or her appointed proxy. The proxy must be in writing and the authority must be given for the specific meeting for which the proxy is granted.

Section 4.4 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 or expel any child(ren) and terminate any member for cause after appropriate notice and hearing, including but not limited to, the non-payment of tuition as herein provided.

Section 4.5 Powers of Members: The membership shall elect a Board of Directors and Officers at the annual membership meeting. The membership may rescind any action of the Board of Directors by majority vote of the members at a regular monthly membership meeting at which a quorum is present.

Section 4.6 Admission and Membership Eligibility Criteria: The cooperative may establish tuition requirements and admission standards for students and membership requirements for parents/guardians, which shall be set forth in standing rules or provisions within these by-laws, which shall be available to all members and potential members.

Section 4.7 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 each year. Such annual meeting shall be held at such place, time and date as designated by the Board of Directors.

Section 5.2 Special Meeting: Special meetings of the members may be called by the President, or a majority of the Board of Directors, or not less than 50 percent of the members.

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. Order of business at the annual meeting of the members shall be as follows:

- (a) Roll call;
- (b) Reading notice and proof of distribution;
- (c) Reading of minutes of preceding meeting;
- (d) President's report;
- (e) Parent Education Coordinator report;
- (f) Treasurer report;
- (g) Transaction of other business mentioned in the notice;
- (h) Adjournment.

Section 5.4 Quorum: At any meeting of the members of the cooperative a majority 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, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that not less than one-third of the members are present. Presence in person by one-quarter (25 percent) of the members of the cooperative's corporation shall constitute a quorum at any members meeting. A simple majority of the directors shall constitute a quorum at a directors' meeting.

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 (3) and no more than eleven (11). The Officers of this cooperative shall be a president, a vice-president, a secretary, a treasurer, each of whom shall be Directors. Any two or more of the foregoing offices may be held by the same person, except the offices of president and secretary. Any member in good standing is eligible to be elected as an Officer and/or Director. Membership in the cooperative shall be a continuing qualification to hold office as an Officer and/or Director. Any Officer or Director who ceases to be a member shall be deemed to have resigned as an Officer and/or Director and his/her position shall be deemed vacant.

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. The Officers and Directors so elected shall hold office for a term of one year beginning at the next meeting of the Board of Director's after the election; 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 members' meeting subsequently held for that purpose. Each Officer and Director, including an Officer or Director elected to fill a vacancy or elected at a special members' 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. At the time of the annual meeting, any member in good standing of the cooperative may nominate himself or herself to be an Officer and/or Director. In addition, any member may nominate any other member to be an Officer and/or Director. It is intended that candidates shall be nominated to serve as both an Officer and as a Director or as a Director. Candidates nominated to be both an Officer and a Director shall be voted upon by the membership for both positions at the same time (i.e., on the same ballot).

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 a vote of the majority of the members of the Board of Directors. A Director thus elected 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. If an existing Director is elected to fill the Officer/Director position of the departing Officer/Director, additional elections shall be held as may be needed until any vacant positions are filled. The Board shall have power to fill any vacancy in any office occurring from any reason whatsoever.

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.

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 monthly, 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.

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 or of 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 the affairs of the cooperative.
- 6.9.2. Subject to any applicable policies of South Puget Sound Community 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 for installation of 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 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.
- 6.9.7. The Board of Directors shall have full power and authority to borrow money whenever the general interest of the corporation is served.

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 any 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:

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; and (4) perform all acts and duties usually performed by a presiding officer.

Section 7.3 Vice President: In the absence, disability or mutual agreement 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 may 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 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, including, but not limited to: the deposit of all money, securities and other valuable effects in the name of the corporation. The treasurer's books may be subject to audit by request of the Board. 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 and may, but need not be members of the Board of Directors. Duties of the other directors of the corporation shall be determined by the Board.

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 Standing Rules, if any; (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 June 30.

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.

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.

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 two-thirds (2/3) of the members.

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.

Section 8.10 Default of Payment of Dues. Any member in default in payment of dues is subject to suspension from all privileges of membership. If, after notice, the default in payment can't be reconciled within a time frame determined by the Board, the membership in default shall automatically cease and terminate.

Section 8.11 Fee Structure. The fee structure shall be determined by the Board of Directors. The Board may also waive dues of an individual member for a limited period of time. The Board may also, under its own discretion, accept services of property in lieu of payment of dues.

I hereby certify that the forgoing Amended and Restated Bylaws of Westside Cooperative Preschool, Inc. were duly adopted by the Board of Directors at a meeting held on February 4, 2013.

Secretary