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**The Neighborhood Preschool, Inc.**

**BY-LAWS**

**ARTICLE I—Name**

The name of this corporation shall be The Neighborhood Preschool, Inc. (herein after “NPS”).

**ARTICLE II—Purpose**

2.1 The purpose of The Neighborhood Preschool, Inc. is to provide nursery school education and day care for children. The children of Wesleyan-affiliated families will be given priority for enrollment. The Neighborhood Preschool, Inc. shall not discriminate in any way on the basis of race, creed, religion, national or ethnic heritage, color, or sexual orientation or  preference with respect to admission or hiring and/or the use of the facilities or exercise of student privileges.

2.2 Notwithstanding any other provision of these articles, the organization is exclusively organized for educational purposes and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE III—Membership and Voting**

3.1 All parents and legal guardians of children enrolled in NPS will be part of the General Membership.

3.2 There will be one vote for each member, from July 1 of the year in which children are enrolled to attend in the fall, through to June 30 of the next year, or the child's withdrawal from the school, whichever comes first. Members may not vote by proxy.

3.3 The General Membership will hold a minimum of two meetings a year, in fall and spring. Meetings may be held when called by the President and/or the Board of Directors. Meetings will be chaired by the President of the Board of Directors.

3.4 Special meetings of the General Membership may be called at any time by the Board of Directors of the Corporation, by the President of the Board of Directors, by the Secretary of the Board of Directors, or by the Director of NPS. Special meetings of the General Membership may be called upon the written request to the Board of Directors of one-third of the members of the General Membership. The request for a special meeting shall specify the purpose for such meeting. Two weeks notice of the date and agenda of the special meeting must be posted at each program site at the school. Business transacted at any special meeting of the General Membership shall be limited to the purposes stated in the notice.

3.5 The members present in person and entitled to vote at any meeting of the General Membership shall constitute a quorum for a meeting.

3.6 Members are obligated to pay tuition as set by the Board of Directors. Failure to pay tuition for a period of two months after they become due shall be deemed a withdrawal from membership. A schedule of tuition figures, which may vary for children of different ages and schedules, will be published for each academic year session and each summer session. The Board may adopt a scholarship program or sliding fee scale at its discretion. Participation in such programs in no way abridges membership or voting rights.

3.7 Members shall not be liable for any debts or obligations of the Corporation and shall not be subject to any assessment.

**ARTICLE IV—Board of Directors**

4.1 There shall be Board of Directors composed of up to fifteen (15) members. The Board of Directors shall have four types of members: parents, staff, university delegate, and advisors.

4.2 The Board of Directors shall oversee all aspects of The Neighborhood Preschool including establishing policy for the school, assuring its financial security, overseeing committees, and selecting the director. The day-to-day activities of The Neighborhood Preschool shall be managed by the Director in accordance with the Bylaws. The Board of Directors is responsible for conformance to all adopted rules, policies and guidelines.

4.3 Parent members. All parent members of the Board of Directors must be part of the General Membership in good standing. There will be a minimum of six and a maximum of ten parent members, and for each program (High Street, Lawn Avenue, Infant/Toddler) at least one (1) member whose child is in that program. Up to two of the parent members may be past board members whose children are no longer enrolled at NPS. Parent members will be elected by a majority at the spring General Membership meeting. Parent members are encouraged to serve more than one year to provide continuity.

4.4 Board members are elected for a one year term beginning July 1. No board member shall serve for more than six (6) consecutive years. A former board member is eligible for re-election after one year off the Board.

4.5 Any board member who fails to attend at least half of the meetings of the Board in any calendar year may be removed and may be replaced, except under special circumstances as approved by two-thirds (2/3) vote by the Board.

Any board member may be removed from office with or without cause by the vote of two-thirds (2/3) of the Board of Directors present at any meeting of the Board, provided the Board received written notice of such action at least one (1) week before the meeting.

4.6 Each parent member has one vote.

4.7 The Director of NPS serves on the Board as a voting member, but may be excluded from discussion and will be excluded from voting when the Board is considering the terms and conditions of the Director's position itself.

4.8 The staff elects a representative annually as a voting member of the Board. This representative may be excluded from discussion and will be excluded from voting when the Board is considering the terms and conditions of his or her position itself.

4.9 Wesleyan University annually designates a representative from the administration of the University. The Wesleyan University delegate has a vote.

4.10 The Board of Directors shall also include up to three non-voting members: one advisor who is knowledgeable about legal issues, one advisor who is knowledgeable about personnel matters, and one advisor who is knowledgeable about early childhood development.

4.11 The immediate past president of the Board of Directors may serve as a board member in an ex officio, nonvoting capacity.

4.12 The Board of Directors shall meet monthly September through June, unless otherwise decided by the Board. Notice of regular meetings shall be given to the General Membership one week in advance of the meeting. Special meetings of the Board can be called by any board member at any time. Adequate notice of special meetings will be sent to board members and the General Membership and posted at each program site at the school.

4.13 A quorum shall consist of a majority of the voting members currently serving on the Board.

4.14 Vacancies on the Board of Directors of a parent member or advisor occurring prior to the expiration of a term of office shall be filled by the Board of Directors by appointment of a member of the General Membership in good standing, who will be approved by a simple majority vote at a regular Board meeting. The staff is responsible for filling any vacancy by its representative, and Wesleyan University must designate a new University delegate in the event that position becomes vacant. Should the Directorship of the school be vacant, any interim Director of the school appointed by the Board will not hold a vote.

**ARTICLE V—Officers**

5.1 The General Membership shall elect a President, Vice President, Secretary, and Treasurer at the annual spring meeting. They shall take office July 1 following their election and serve a term of one year.  Mid-term vacancies in offices may be filled by a majority vote of the Board of Directors. Officers shall serve for no more than four (4) consecutive terms. If possible, the president and treasurer should be returning board members. These four officers will constitute the Executive Board.

5.2 The President shall preside over the meetings of the General Membership and of the Board of Directors. He/she shall appoint committee Chairs (except the Nominating Committee); be a member ex-officio of all committees (except the Nominating Committee); deliver a report at the General Membership meetings, and attend to such other duties as are usually delegated to a President.

The President, in conjunction with the Director of NPS and board secretary, prepares and distributes (or posts in all three programs) an agenda for each board meeting and each General Membership Membership Meeting. The agenda should be distributed or posted at least one week before the meeting.  The President is a member of the Finance Committee. The President should be available to meet with the Director on a bi-weekly basis, if needed.

The President possesses one of the legal signatures of the General Membership.

5.3 The Vice-President shall assist the President and in the absence or disability of the President shall have the authority and duties of the President as affirmed by the Board of Directors.

The Vice-President with the Director, keeps the official membership roll of the General Membership.

5.4 The Secretary is responsible for recording minutes at every board meeting and General Membership Membership Meeting and distributing them to (a) the Board of Directors (b) the members of the General Membership (c) each NPS staff member.

The Secretary shall maintain and update the By-Laws, Board Policies, and Personnel Policies. The secretary should have on hand the By-Laws, Board Policies, and the Personnel Policies at each board meeting and each General Membership meeting.

5.5 The Treasurer shall keep a true and faithful account of all monies received and paid and shall render a statement thereof at the Board meetings. The Treasurer shall be Chair of the Finance committee. The Treasurer possesses one of the legal signatures of the General Membership. The Treasurer shall prepare annually and submit to the Board of Directors for approval a budget estimating receipts and expenditures of NPS for the coming year. The fiscal year will be July 1 through June 30.

An annual financial statement, audited by a qualified individual, shall be presented by the Treasurer at the September Board of Directors meeting.

**ARTICLE VI—Committees**

6.1 The Board of Directors may establish or eliminate standing committees as necessary to fulfill NPS’s objectives and responsibilities. Unless otherwise noted, committees will consist of two (2) or more members of the Board of Directors.

6.2 The President may appoint ad-hoc committees as necessary for specific activities and functions.

6.3 Insofar as is possible, each committee shall be balanced with respect to the three NPS programs and with respect to Wesleyan affiliated Board members and community affiliated Board members.

6.4 The President shall appoint the Chair of each committee, except the Nominating Committee. Annual appointments are made in September, except the Personnel Committee Chair, which must be appointed by July 1. Chairs shall serve for no more than four (4) consecutive terms.

6.5 Each board member will serve on at least two (2) standing committees, except for past parent members, who are under no obligation to do so.

6.6 The President is an ex officio member of all committees.

6.7 The Finance Committee shall have general supervision of all funds, securities, and investments of NPS now owned or which may hereafter be owned by the corporation, and shall have such other powers and duties as may from time to time be assigned to it by the Board of Directors. The committee consists of the Director of NPS, the Administrative Assistant to the Director, the President and Treasurer of the Board of Directors, and may include at most one other board member. This committee communicates at least once a month to review the financial status of NPS and discuss any financial matters. This committee presents a financial report at every board meeting.

The Finance Committee shall maintain written budgetary guidelines.

6.8 The Personnel Committee consists of 3 parent board members. One should be a returning committee member, and one should be another returning board member. The Personnel Committee shall establish a formal personnel policy to be appended to the bylaws. The policy, which shall be approved by the Board of Directors, shall be reviewed on an annual basis or as deemed necessary by the Committee. Revision shall be brought before the Board for review and approval. Any major change in non-student staffing must be communicated by the NPS Director to this committee.

The Personnel Committee is responsible for the annual review of the Director.  This committee may be asked by the Director of NPS or the President of the Board to assist with other personnel matters. The Committee shall act as a confidential arbitrator in any grievance matters brought to the Board from the staff, as outlined in the Personnel Policies.

6.9 The Social Committee shall be responsible for planning and hosting social events for NPS families and staff.

6.10 The Projects Committee shall have general oversight of any property occupied and used by NPS and works directly with Wesleyan's Physical Plant to insure proper maintenance of all NPS facilities and grounds.

6.11 The Nominating Committee shall prepare a slate of officers and board members, approved by the Board, and place that slate into nomination at the annual spring General Membership meeting. This committee consists of 3 parent board members. The Nominating committee is responsible for ensuring that the slate adheres to the composition requirements outlined in clause 4.1 and 4.3.

6.12 The Wesleyan Contract Committee is responsible for negotiating the contract with Wesleyan University and consists of the President, the Director of NPS and the legal advisor and may include one additional board member.

6.13 The Communications Committee shall be responsible for preparing and distributing at least two annual newsletters to NPS families, maintaining the website, and sending emails as needed. The Secretary shall be the Chair of this Committee.

**ARTICLE VII—Indemnification**

Every person who is or shall be or shall have been a Director or Officer of the Corporation and the personal representative of such person shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of being or having been a Director or Officer of the Corporation, except in relation to such matters as to which such person shall finally be adjudicated in such action, suit or proceeding, to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of duties as a Director or Officer or where such indemnification would be contrary to public policy.

"Costs and expenses" shall include, without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

**ARTICLE VIII—Fiduciary Duty**

7.1 Earnings and assets. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

7.2 In all financial matters relating to NPS, each of the above classes of persons shall act in good faith and with fiduciary duty commensurate to their position.

**ARTICLE IX—Political Activity**

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501 (h); or participation in, or intervening on (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE X—Dissolution**

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Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

**ARTICLE XI—Amendment**

10.1 Amendments. Amendments to these By-laws may be adopted at any meeting of the General Membership by a two-thirds majority of the voting membership present, provided that two weeks written notice of the proposed amendments has been posted at each program site at the school.

10.2 The captions at the beginning of the sections and parts of these By-laws and used in the minutes of the Corporation are for convenience or reference only and shall not define or limit the terms of such parts, or sections or minutes in any manner.

**ARTICLE XII—Saving Clause**

If any part of these Bylaws are held invalid by a court of competent jurisdiction, such finding shall not affect the validity of he remaining Articles and Sections.