



CENTREVILLE PRESCHOOL, INC. BYLAWS

ARTICLE I - NAME AND PURPOSE

1. **NAME:** The name of this organization is CENTREVILLE PRESCHOOL INCORPORATED, a corporation existing pursuant to the laws of the Commonwealth of Virginia.
2. **PURPOSE:** The purposes of this corporation are:
 - a) To operate on a nonprofit basis a preschool for children staffed by well-trained teachers; and
 - b) To provide an opportunity for parents to participate in the preschool training of their children; and
 - c) To provide group experiences and a creative environment for the children and its members; and
 - d) To be subject to the applicable sections of the Code of Virginia 1950 as amended, unless otherwise stated in these Bylaws.

ARTICLE II- OFFICES

The office and principal place of business of the Corporation is located at 13916 Braddock Road, Centreville, Virginia. The mailing address is Post Office Box 253, Centreville, Virginia 20122. The registered agent of the Corporation shall be one of the Teacher-Directors, whose address shall be c/o 13916 Braddock Road, Centreville, Virginia 20120. The registered agent shall be the custodian of the seal of the Corporation.

ARTICLE III- MEMBERSHIP

1. **MEMBERS:** Members shall be the parent(s) or guardian(s) of a child enrolled in the school for whom all fees and all tuition currently due have been paid in accordance with the Regulations of the Corporation, and who are participating actively in the operation of the school in accordance with the rules and policies of the Corporation, including but not limited to satisfaction of the requirements set forth in Article III, Section 3.
2. **CLASSES OF MEMBERSHIP:** There shall be one class of membership. Membership shall be open to all applicants, subject to Article III, Section 1, on a nondiscriminatory basis and without, for example, regard to race, sex, religion, or national origin.
3. **OBLIGATIONS OF MEMBERS:** Each member shall be required to perform the following duties:
 - a. Enter into a written agreement with the Corporation, in a form satisfactory to the Board of Directors of the Corporation, setting forth the respective rights and obligations of each member and the Corporation, respective to the registration, tuition, fees, cooperative participation and other matters as deemed necessary by the Board of Directors; and
 - b. Assist in the operations and management of Corporation including, but not limited to, satisfaction of the requirements set forth in Article III, Section 3; and
 - c. Comply with the provisions of the Articles of Incorporation, Bylaws, rules, and policies of the Corporation.
4. **RIGHTS OF MEMBERS:** Each member shall have the right, subject to Article III, Section 1:



- a. To have their enrolled child or children afforded the same opportunities as the children of other members in the training and guidance programs and in the use of the facilities by the Corporation; and
- b. To receive a copy of the Bylaws, rules, policies and other written instructions pertaining to the activities of the Corporation; and
- c. To have access at reasonable times to any records or information pertaining to the work and employees of the Corporation; provided however, that confidential personal information pertaining to any individual child and/or family, and individual teacher(s) and/or staff members shall be held confidential by the Board of Directors; and
- d. To have prior written notice of, and to attend all membership meetings of the Corporation; and
- e. To present in writing to a board member at least ten (10) calendar days before a board meeting any issues that a member views necessary for the Board of Directors to address, with an understood requirement on the part of the Board member to submit such items to the Board of Directors; and
- f. To stand for election to the Board of Directors, provided that each board member is a representative of or related to a student properly enrolled in the school, and provided that representation on the board does not exceed the number of membership votes permitted that family.

5. TERMINATION:

- a. Members may terminate their membership in the Corporation for any reason by written notice to a Co-Director of Enrollment. Termination of such membership by a member shall become effective thirty (30) calendar days after notice of intent to terminate has been received by a Co-Director of Enrollment. A member shall be responsible for the timely payment of all tuition, fees and all other obligations normally required during the thirty (30) calendar day termination period whether or not the child is in attendance at the school.
- b. Membership in the Corporation may be terminated by the Corporation for one or more of the following reasons:
 - 1) Failure of a member's child to adjust to the preschool group environment as determined by the Board of Directors with the advice of the teaching staff; and
 - 2) Failure of a member to comply with the contractual or other obligations of membership contained herein and in the Articles of Incorporation, policies and regulations, or other resolutions passed pursuant thereto.
- c. Termination of membership by the Corporation set forth in Section (b) above shall not become effective unless written notice, by certified mail, containing the reason for termination shall have been delivered to the member at least ten (10) calendar days prior to the effective date of membership termination.
- d. A member who desires to contest involuntary termination of membership shall be so entitled, upon written request to the Secretary of the Corporation within ten (10) calendar days of notification of termination, to a special personal hearing before the Board of Directors. At such hearing, which shall be scheduled on or before the date of termination, the Board of Directors shall allow such members an opportunity to present information concerning such



members' objections to the termination and, subsequently, determine the members' status by simple majority vote. The Secretary shall notify the member of the results of the hearing.

ARTICLE IV - BOARD OF DIRECTORS

1. **MEMBERS OF THE BOARD OF DIRECTORS:** The Board of Directors shall consist of the elected officers of the Corporation as set forth in Article V, Section 1. Each elected officer has one vote on the Board. The office of President shall be entitled to only one vote, which shall be cast only in the event of a tie.
2. **RESPONSIBILITIES OF THE BOARD OF DIRECTORS:** The Board of Directors shall have the following responsibilities:
 - a. To employ, fix compensation for, and discharge members of the paid staff; and to provide paid staff with the same right of notification of intent to terminate and process of appeal as granted to members of the Corporation in Article III, Section 5, parts C and D; and
 - b. To determine or approve, after consultation with the teaching staff, the nature and extent of the guidance and training program to be undertaken by the Corporation annually; and
 - c. To determine the annual permissible maximum number of enrollees; and
 - d. To obligate and expend Corporation funds in furtherance of the purposes of the Corporation and to enter into contracts on behalf of the Corporation; and
 - e. To present an annual budget at the September General Membership Meeting for vote; and
 - f. To submit to the general membership for approval any special assessments deemed necessary to support or otherwise advance the purposes of the Corporation; and
 - g. To transact and perform other reasonable actions and exercise such other powers as are reasonably necessary to carry out the stated objectives of the Corporation; and
 - h. To exercise set powers and duties in good faith and in the best interests of the Corporation.
3. **ELECTIONS:** Officers shall be elected by the general membership each March via the children's tote bags on a date designated by the Board of Directors. Sixty days prior to such annual election, the Vice President shall solicit the general membership for the written nominations of candidates and shall appoint a nominating committee for compilation of nominations. The nominating committee shall consist of at least three members of the Corporation. It shall be the responsibility of the nominating committee to compile a list, based on all nominations received from the general membership, of all candidates and candidate position statements and deliver such list(s) to the general membership thirty (30) days in advance of the annual election.
4. **TERM OF OFFICE:** The term of office for each elected officer shall be for one (1) year commencing on the first day of the month of June immediately following the election. The newly elected board shall participate in a transitional period with the current board until the end of the current term. While in transition, the newly elected board shall not have voting privileges in Board decisions.
5. **VACANCIES:** An elective office shall become vacant upon the acceptance by the President of the written resignation of an incumbent, or upon determination by the Board of Directors, after the incumbent has been given prior written notice and provided the opportunity to be heard by the Board of Director, that such incumbent has failed to perform the duties of such office. The remaining term of any vacant office shall be temporarily filled by an appointee of the Board of Directors until written notice to the membership of such vacancy is made and a general election by the membership can be held, with respect to the rights of the membership.



6. **LIABILITY OF THE BOARD OF DIRECTORS.** The Officers, Directors, and members of the appointed committees shall not be liable to the Corporation for mistake of judgment, negligence or otherwise, other than such individual(s) willful misconduct, bad faith and/or gross negligence.

ARTICLE V - OFFICERS

The officers of the Corporation shall be President or Co-Presidents (who have only one vote in the case of a tie), Vice President, Secretary, Treasurer, Director of Public Relations, Co-Directors of Enrollment, Director of Parent Education, Director of Parent Scheduling, Director of Communications, Director of Health and Safety, Director or Co-Directors of Fundraising, Director of Maintenance, Director of State Licensing, Chalkboard Editor, and Director or Co-Directors of the School. With the exception of the Co-Directors of the School, who are paid employees of the Corporation, all officers must be members in good standing of the Corporation.

PRESIDENT OR CO-PRESIDENTS: The President(s) shall preside at general meetings of the membership and of the Board of Directors; shall maintain appropriate files and provide the greatest possible continuity of the business of the Corporation; shall ensure that Board of Director duties necessary for school operations are completed; shall oversee the Corporation's strategic planning efforts; shall appoint the chairpersons of all committees; shall vote only in the case of a tie; shall be the liaison between the school and its landlord; shall be responsible for coordinating the maintenance of the building and the grounds according to the established lease; shall be responsible for the obtaining and/or maintaining of insurance in accordance with any State, local, and all applicable requirements on behalf of the Corporation.

VICE PRESIDENT: The Vice President shall ascertain parents' views of school effectiveness; shall ensure staff implementation of a school curriculum as established by the teacher directors and approved by the Board of Directors; shall ensure the communication of staff concerns and suggestions to the Board of Directors; shall chair committees which consists of teacher directors, vice president and president to interview new staff applicants; shall oversee teacher evaluation process and provide the Board of Directors with staff contract renewal recommendations; shall perform the duties of President or Co-Presidents in their absence or if events otherwise render them unable to perform their duties; shall coordinate room mothers' activities; shall solicit the general membership and invite interested parties to stand for election to the Board of Directors, compile a list, based on all interested parties, and prepare a ballot for election of the Board of Directors each March.

DIRECTOR OR CO-DIRECTORS OF THE SCHOOL: The Directors shall have one vote each, not to exceed two (2) votes, at all Board meetings; shall be the recipient of and address all questions pertaining to the staffing and/or operations of the school.

SECRETARY: The Secretary shall keep official minutes of meetings of the general membership and the Board of Directors, and distribute the same to all Board members within ten (10) calendar days; shall review and revise school committee structure and assignments, and maintain records of membership participation; and shall prepare, process, and maintain files of all Board correspondence, providing research of said files when required.

TREASURER: The Treasurer shall maintain official custody of the funds of the Corporation, with a reasonable portion of them in a federally insured bank; shall maintain official books of the Corporation's accounts; shall cause to be made all disbursements as directed by the Board of Directors; shall prepare materials for accountant who does tax returns; shall cause to be maintained official employee financial records; shall render full financial statements semiannually or as otherwise called upon to do so by the President or the Board of Directors; shall prepare an annual budget for the Corporation; shall maintain an inventory of all property belonging to the Corporation; shall oversee the duties of the Vice Treasurer.



CO-DIRECTORS OF ENROLLMENT: The Directors of Enrollment shall oversee the school's registration process and shall maintain a waiting list to ensure full enrollment; shall keep admission records current; shall supply all members of the Corporation with a current list of names, addresses and telephone numbers for the school and the members. The Directors of Enrollment, along with the membership committee, shall answer all phone queries from prospective members and conduct tours of the school.

DIRECTOR OF PARENT EDUCATION: The Director of Parent Education shall be the school's delegate to the Virginia Cooperative Preschool Council and shall attend at least one of VCPC President's/Delegates meetings and/or Leadership Workshops; shall coordinate the annual public library display; shall be responsible for the coordination of all general membership meetings; and shall update the Corporation's Parent Handbook, and all necessary enrollment and informational forms to be distributed at each of the general membership meetings.

DIRECTOR OF PARENT SCHEDULING: The Director of Parent Scheduling shall be responsible for the scheduling of parent aides in the classrooms; shall collect and maintain list(s) of parent aides, baby-sitting exchanges, emergency parent aide lists, and other informational lists needed for the school's efficient operation.

DIRECTOR OF HEALTH AND SAFETY: The Director of Health and Safety shall be responsible for ensuring the school's compliance with all County, State and Federal health and safety requirements; shall advise the membership about safety devices and health programs; shall notify all families of children who may have been exposed to any contagious disease according to procedures established by the Board of Directors; and shall maintain all necessary medical and emergency records for students, participating parent aides and staff members.

CO-DIRECTORS OF FUNDRAISING: The Co-Directors of Fundraising shall be responsible for the creation, coordination, supervision and organization of all fundraising events scheduled throughout the school year; shall arrange for the participation of the membership in the various fundraising events; and shall arrange for the publicity of such fundraising events.

DIRECTOR OF MAINTENANCE: The Director of Maintenance shall work with the Teacher-Director and President to ensure the adequate maintenance of the Corporation's building and grounds; shall supervise the necessary maintenance projects; and shall ensure that each member family shares equally in the workload necessary for such maintenance.

DIRECTOR OF LICENSING: The Director of Licensing shall be responsible for ensuring the Corporation's compliance with all Federal, State, and County permits and licensing requirements; shall oversee the Board of Zoning appeals application process, if applicable; shall represent the Corporation's interests in the community; and shall chair a committee dedicated to relocation issues if applicable.

DIRECTOR OF COMMUNICATIONS: The Director of Communications shall be responsible for compiling information, composing and editing the monthly newsletter for CPI members; shall coordinate the copying and distribution of the newsletter; and shall collect important information by attending board meetings and contacting relevant persons; and shall oversee the maintenance of the Corporation's Web site.

DIRECTOR OF PUBLIC RELATIONS: The Director of Public Relations shall be responsible for coordinating advertising for all enrollment and hiring events (newspaper, HOA, newsletters, direct mail, and internet); shall work with the local media to publicize school and all events; shall arrange activities publicizing the school (Centreville Day, etc.); and shall create promotional materials for enrollment openings (brochures, bulletins, press releases, etc.).

ARTICLE VI - MEETINGS



1. **GENERAL MEMBERSHIP MEETINGS:** General Membership Meetings establish normal operations of the Corporation. These meetings generally include, but are not limited to, the orientation and the budget approval meetings.
 - a. **NOTICE:** Notice of the time, place, and an agenda of meetings shall be in writing and shall be distributed via public posting at the school and school publications.
 - b. **QUORUM:** A quorum shall be required for any general meeting requiring voting. A quorum shall constitute a simple majority of the voting membership.
 - c. **VOTING:** Each child enrolled in the Corporation shall represent one vote. Only members attending a meeting are entitled a vote. Voting by proxy or by attorney-in-fact is not authorized and shall not be allowed.
2. **MEETINGS OF THE BOARD OF DIRECTORS:** Meetings of the Board of Directors shall be called by the President(s) and/or by a board member who has been presented or is presenting a petition signed by at least one-fifth of the Board of Directors; and shall be open to all members of the Corporation, provided however, that meetings involving confidential personal information pertaining to an individual child and/or family or an individual teacher and/or staff member shall be held confidentially by the Board of Directors.
 - a. **NOTICE:** Notification of the time, place, and an agenda of the meeting shall be in writing and shall be distributed via school tote bags, public posting at the school, and school publications.
 - b. **QUORUM:** At least two-thirds of the current members of the Board of Directors must be present in order to constitute a quorum.
 - c. **VOTING:** Voting shall be conducted as defined under Article IV, Section 1. Votes may be administered via email if necessary.
3. **SPECIAL MEMBERSHIP MEETINGS:** Special membership meetings shall be held to address any and all membership issues and/or needs not previously defined. Special meetings of the membership may be called by the Board of Directors, and it shall be their duty to call such meetings when 25% of the members present the Secretary a petition requesting a special meeting and specifying the issues/business to be considered at said meeting.
 - a. **NOTICE:** Notice of the time, place, and an agenda of such special meeting shall be given to each member not less than ten (10) calendar days prior to each such meeting. Notification shall be in writing and shall be distributed via school tote bags, public posting at the school, and school publications.
 - b. **QUORUM:** The presence of a simple majority of the voting membership shall constitute a quorum.
 - c. **VOTING:** Each child enrolled in the Corporation shall represent one vote. Only members attending such a meeting are entitled to vote. Voting by proxy or by attorney-in-fact is not authorized and shall not be allowed.

ARTICLE VII - COMMITTEES

Committees may be established by the Board of Directors collectively and shall have the responsibilities and authority prescribed by the Board of Directors. The chairperson of each committee shall be appointed by the President.



ARTICLE VIII - BUSINESS TRANSACTIONS

1. **CONTRACTS, CONVEYANCES, LOANS, CHECKS, AND DRAFTS:** Written instructions obligating the funds or otherwise encumbering assets of the Corporation shall be authorized by majority vote and not in lieu of a meeting of the Board of Directors and shall bear the signature of the President(s) and/or the Treasurer in accordance with written school policy.
2. **OBLIGATIONS OF SEPARATE MEMBERS:** The assets of any member of the Corporation shall not be obligated by the Board of Directors, unless the member affected approves of such in writing.
3. **COMPENSATION:** No officer or member of the Corporation shall receive any compensation or gifts whatsoever for his or her services to the Corporation. This shall not preclude reimbursement of official expenses authorized or ratified by the Board of Directors at any meeting. Any officer or member may enter into a contract with the Corporation, provided it is determined by the Board of Directors that such contracts are in the best interest of the Corporation and particularly beneficial to the furtherance of the objectives of the Corporation and do not duplicate services normally required by reason of his/her office or membership.

ARTICLE IX - FISCAL YEAR

The fiscal year of this Corporation shall begin on July 1 and terminate June 30 of each year.

ARTICLE X - AMENDMENTS

1. **BYLAWS:** The Bylaws of the Corporation may be altered, amended, or repealed and new bylaws adopted, provided that a by-laws amendment meeting shall be called in order to accomplish the same.
 - a. **NOTICE:** Each member shall be provided with a copy of any proposed amendment at least twenty-five (25) calendar days (but not more than 50 days) prior to such meeting.
 - b. **QUORUM:** A three-fourths majority of all voting members of record is required to approve any alterations, amendments, repeals, or adoptions.
 - c. **VOTING:** Each child enrolled in the Corporation shall represent one vote. Voting shall be by paper ballot. Ballots shall be distributed with the copies of the proposed amendments and may be submitted either at the by-laws amendment meeting or to the school in advance of the by-laws amendment meeting.
2. **ARTICLES OF INCORPORATION:** The Articles of Incorporation may be altered or amended, provided that an Articles of Incorporation amendment meeting shall be called in order to accomplish the same and provided that the amendment is approved by the Virginia State Corporation Commission
 - a. **NOTICE:** Each member shall be provided with a copy of any proposed amendment at least twenty-five (25) calendar days (but not more than 50 days) prior to such meeting.
 - b. **QUORUM:** A three-fourths majority of all voting members of record is required to approve any alterations, amendments, repeals, or adoptions.
 - c. **VOTING:** Each child enrolled in the Corporation shall represent one vote. Voting shall be by paper ballot. Ballots shall be distributed with the copies of the proposed amendments and may be submitted either at the Articles of Incorporation amendment meeting or to the school in advance of the Articles of Incorporation amendment meeting.



ARTICLE XI- DISSOLUTION

The Corporation may be dissolved, and its activities terminated upon payment of all debts and obligations, provided that a dissolution meeting is called; and provided further that such dissolution is in compliance with the laws of the Commonwealth of Virginia.

- a. **NOTICE:** Notice of the time, place, and an agenda of such special meeting shall be given to each member not less than twenty-five (25) calendar days prior to each such meeting. Notification shall be in writing and shall be distributed via school tote bags, public posting at the school, and school publications.
- b. **QUORUM:** Dissolution must be approved by three-fourths of all voting members of record.
- c. **VOTING:** Each child enrolled in the Corporation shall represent one vote. Only members attending such a meeting are entitled to vote. Voting by proxy or attorney-in-face is not authorized and shall not be allowed.