

Bylaws of Ruth Washburn Cooperative Nursery School

PREAMBLE

In order to fully provide the benefits of a school of this type, the Members of Ruth Washburn Cooperative Nursery School (“School” or “Ruth Washburn”) agree that they will maintain the spirit of the Cooperative by participating in the classroom, serving on committees, becoming aware of the day-to-day operation of the School, and otherwise fulfilling the obligations of a Cooperative Parent as outlined in the Membership Agreement.

ARTICLE I: Membership

Conditions

Members of the Cooperative shall consist of parents or legal guardians of children registered as pupils in the School. In matters of the Cooperative, each current family shall be entitled to one vote with which to express the family’s decision on a voting matter.

The spirit of the Cooperative dictates that the members seek out and accept input from valuable sources including but not limited to alumni, staff, and friends of the School.

Members shall be entitled to receive notice of and attend meetings of the Cooperative.

The private property of Members shall not be liable for the debts of the Cooperative.

Dues & Fees

There shall be no annual dues payable by Members except such as may from time to time be fixed by the Board of Governors and ratified by the Members of the Cooperative at an Annual Meeting or a Special Meeting called for that purpose.

Tuition and program and service related fees, fines and penalties shall be set by the Board of Governors.

Contract Non-Compliance

The Board of Governors retains the right to levy fines, dismiss a student, or take any other fair and reasonable action it deems appropriate against any member who does not comply with the terms of the Membership Agreement.

ARTICLE II: Meetings

Schedule

The Annual Meeting of the Cooperative shall be held at a time and place designated by the Board of Governors.

Special meetings of the Cooperative shall be held on the School premises or at such other place as may be designated by the Board of Governors.

Notice of the Annual Meeting and of any special meeting shall be given personally, by mail, or by electronic

mail (e-mail) not less than ten (10) or more than fifty (50) days prior to the meeting, stating the place, date and time. If mailed, such notice shall be deemed delivered when deposited in the U.S. Mail with postage prepaid thereon. If e-mailed, such notice shall be deemed delivered when sent to the e-mail address that Member has kept on file with the school. It is the responsibility of the Member to notify school administration regarding changes to mailing address and e-mail address. If Any Member may waive notice of any meeting. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Special meetings of the Cooperative may be called by the President, by Resolution of the Board of Governors or by any fifteen (15) Members of the Cooperative. Notice of special meetings must include the purpose of the meeting.

Quorum

A quorum for the transaction of business at any meeting of the Cooperative shall consist of not less than one-third (1/3) of the total membership. If an electronic vote is collected regarding Cooperative business, a quorum for transacting that business electronically shall consist of not less than one-half (1/2) of the total voting membership. For the purpose of quorums, the total voting membership is defined by the number of families who have children currently enrolled at the School.

ARTICLE III: Board of Governors

Role of Board of Governors

The Board of Governors is responsible for overall policy, direction, and physical and financial well-being of the Cooperative and delegates responsibility for day-to-day operations to the School's Executive Director and staff. The Board shall be empowered to administer the affairs of the Cooperative in all things and may exercise on behalf of the Cooperative all of the powers with which it may be endowed by the laws of the State of Colorado.

In particular, the Board's duties shall be, including but not limited to, hiring, firing, and evaluating the Executive Director of the School, approving an annual operating budget, and setting program fees.

Size

The Board of Governors shall have up to twelve (12) and not fewer than nine (9) members.

Terms

The term of each elected Board member will be three (3) years. No Board member will be eligible to serve more than two (2) consecutive full terms.

Compensation

No compensation will be paid to any member of the Board of Governors for services rendered as a member of the Board.

Ex-officio Members

The Executive Director of the School shall be a non-voting ex-officio member of the Board of Governors. The Board may appoint additional ex-officio members as needed.

Board Elections

Each year, four (4) new Board members will be elected to office, with their terms commencing on July 1. Two of these positions are reserved for Cooperative Governors and two are for At-Large Governors.

Cooperative Governors are defined as individuals who, at the time of Board election, (a) have been at the School for at least one (1) school year or are currently enrolled at the School and (b) will be at the School the following school year. Cooperative Governors will be elected by the Members of the Cooperative. The election will take place in the spring of each year. To be placed on the ballot, interested candidates must submit a Board application form to the Board of Governors by the due date established by the Board. The two (2) candidates that receive the most votes shall be elected to the Board as Cooperative Governors. In the case of unopposed candidates, a quorum as described in Article II(B) must be met in order for that candidate to be elected and seated on the Board. Once a quorum of votes is received, an unopposed candidate must receive a simple majority of affirmative votes out of the total votes cast to be elected. In case of a tie, a run-off election shall be held. If no candidate comes forward for the position of Cooperative Governor, the Board may fill that vacancy from the community at large or from the Cooperative membership.

At-Large Governors are defined as individuals who, at the time of election, will not be enrolled at the School the following school year. At-Large Governors will be elected by a vote of the Board of Governors at a regular Board meeting held in the spring of each year. To be considered for an At-Large Board position, interested candidates must submit a Board application form to the Board of Governors by the due date established by the Board.

Vacancies

In the event of a vacancy (resulting from, including but not limited to, removal, termination, resignation or lack of candidates for Board elections), the Board of Governors has the discretion to appoint a Board member to fill the vacancy. A Governor appointed to fill a vacancy shall be elected into the position (as a Cooperative Governor or an At-Large Governor) for the unexpired term of his or her predecessor.

Removal

A Board member elected or appointed to a Cooperative Governor position may be removed by a two-thirds (2/3) vote of the Members of the Cooperative present at a special meeting called for the purpose of removing the member.

A Board member elected or appointed to an At-Large Governor position may be removed by a two-thirds (2/3) vote of the Board of Governors present at a regular or special meeting.

Resignation, Termination and Absences

A Board member may resign at any time by giving written notice to the President or the Secretary of the Board of Governors.

In addition to the removal process described in paragraph "H", a Board member's position may be terminated by the Board President if the Board Member has three or more absences from Board meetings in a year.

Meetings

The Board of Governors shall meet monthly, at least ten months of the year, at an agreed upon time and place.

Special Meetings

Special meetings of the Board may be called upon the request of the President, the Executive Director, or any two members of the Board.

Notice

Notice of regular meetings of the Board shall be communicated to the Board not less than five (5) days prior to the meeting.

Notice of special meetings of the Board shall be communicated to each Board member at least twenty-four (24)

hours in advance and shall specify the purpose for which the meeting is called.

Quorum

A quorum for the transaction of business of the Board of Governors shall consist of fifty percent plus one of the number of Board members holding office at the time the meeting begins.

Voting

At a meeting at which a quorum is present, a simple majority affirmative vote of the Board members present is required to pass a motion. Although it is preferred that Board business be conducted at regularly scheduled meetings, electronic voting is permitted on issues of urgency. A simple majority affirmative vote of the Board members currently seated on the Board is required to pass a motion that is presented electronically.

Officers

There shall be five Officers of the Board, consisting of a President, Vice-President (President-Elect), Secretary, Treasurer, and Cooperative Liaison. Officers are elected by a vote of the Board of Governors at the regular May or June meeting. Officers shall hold office for one year and shall form the Executive Committee. A vacancy in any office may be filled by a vote of the Board of Governors for the unexpired portion of the term.

The duties of the Officers are as follows:

The President shall preside at all meetings of the Board of Governors and the Cooperative or arrange for other members of the Executive Committee to preside at any such meeting. The President shall present an annual report to the Cooperative in written or verbal form.

The Vice-President (President-Elect) shall assume the duties of the President during his/her absence or inability to perform the duties of his/her office. The Vice- President (President-Elect) shall assume the office of the President the following fiscal year. The Vice-President shall assist the Executive Director with the oversight of the school committee system.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings and assuring that Cooperative records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the Finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the Cooperative. The Treasurer shall perform or supervise performance of the following duties: keeping full and accurate accounts of all receipts and disbursements of the School in proper books of account; depositing all monies or other valuable effects in the name and to the credit of the School in such federally insured financial institution or institutions as may from time to time be designated by the Board of Governors; disbursing School funds under the direction of the Board of Governors, taking proper vouchers therefore and rendering to the Board of Governors, at the regular meeting thereof or whenever required of him/her, an account of all his or her transactions as Treasurer, and of the financial position of the School; submitting all reports and forms to state and federal taxing authorities as required by law.

The Cooperative Liaison shall be a family member with a child currently enrolled in the School and shall serve as the liaison between the Board and the Cooperative.

Article IV: Committees

Executive Committee

The Executive Committee is a standing committee of the Board of Governors and will consist of the Officers of the Board of Governors, as described in Article III. The Board President will chair the Executive Committee.

A majority of the number of Executive Committee members shall constitute a quorum for transacting business. At a meeting at which a quorum is present, a simple majority affirmative vote of the Executive Committee members present is required to pass a motion. Electronic votes are permitted in order for the Executive Committee to take action.

The Executive Committee shall have, to the extent permitted by applicable statutes, the authority of the Board of Governors between the regular meetings of the Board. Actions of the Executive Committee must be ratified by the Board of Governors at the subsequent meeting of the Board.

Unless otherwise determined by the Executive Committee, regular meetings of the Executive Committee shall be held every month in which a Board meeting is held. In addition, special meetings may be called by the Board President at such time and place as the Board President shall designate.

School Committees

With input from the Board of Governors, the Executive Director shall establish School committees to carry out various activities in support of the School's ongoing operations.

Other Committees

The Board of Governors may authorize the establishment of other committees, advisory boards or task forces from time to time and assign duties to them.

ARTICLE V: Hiring Practices and Admittance of Members

Policy

Ruth Washburn shall not discriminate on the basis of race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations and marital status in any of its activities or operations. These activities include, but are not limited to, employee hiring and employment practices, selection and management of volunteers, vendors and contractors membership recruitment, provision of services and dealings with the general public.

ARTICLE VI: Funds

Bank Accounts

All funds of the School shall be maintained in the name of the School and be deposited in a federally insured financial institution.

Disbursements shall be made only by check or authorized debit card. The Board of Governors shall authorize individuals with authority to make disbursements.

Audits

The receipts and disbursements of the School shall be audited annually by an accounting firm approved by the Board of Governors.

Fiscal Year

The fiscal year of the Cooperative shall be the period from July 1 to June 30.

ARTICLE VII: Dissolution of the Cooperative

Procedure

Upon the dissolution of the Cooperative, the Board of Governors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the School in accordance with provisions of the United States Internal Revenue Code and the laws of the State of Colorado.

ARTICLE VIII: Amendments

Procedure and Notice

These Bylaws may be amended by a two-thirds (2/3) vote of the Members of the Cooperative present at any meeting of the Cooperative, provided that the Members receive notice, by mail or e-mail, not less than ten (10) or more than fifty (50) days prior to the meeting, of the proposed amendments. If amendments to these Bylaws are presented to the Cooperative for an electronic vote, the Bylaws may be amended by a simple majority affirmative electronic vote of the total voting membership, provided that the notice requirement described above was satisfied.

Amended January of 2019

, Secretary

Date

Ruth Washburn Cooperative Nursery School Board of Governors