



**Hand in Hand Early Childhood Center**

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**NON-PROFIT BYLAWS**

**ARTICLE I  
OFFICES**

The name of the organization shall be the Hand In Hand Early Childhood Center, a Not-For-Profit Corporation. The principal office of the Corporation shall be located in the Village of Lowville, County of Lewis and State of New York. The Corporation may establish branch offices in other places as the Board of Directors may determine.

**ARTICLE II  
PURPOSE OF THE ORGANIZATION**

This Corporation provides high-quality care and early education for infants, toddlers, preschoolers and school-age children in a safe and nurturing environment. Responsive, loving care, enriching opportunities and experiences that are developmentally appropriate, build self-esteem and independence are provided at the Hand In Hand Early Childhood Center.

**ARTICLE III  
MEMBERSHIP**

The Corporation shall have no members and shall be managed by a self-perpetuating Board of Directors as provided in Article IV of these By-Laws.

**ARTICLE IV  
BOARD OF DIRECTORS**

1. Board of Directors: The Corporation shall be managed by the Board of Directors.
2. Qualifications of Directors: Each Director shall be at least 21 years of age and a member of the community in good standing.
3. Number of Directors: The initial Board of Directors shall consist of seven people. Thereafter, the number of Directors constituting the entire Board shall be no less than 5 and no more than 11 members.
4. Increase or Decrease in Number of Directors: The number of the Board of Directors may be decreased or increased from time to time by action of the Board requiring the vote of the majority of the entire Board of Directors. No decrease shall shorten the term of any Director in office at any time.

5. Election and Term of Directors: At the Annual Meeting of the Board of Directors, Directors shall be elected. There will be a 6-year term limit set. In the event that the number of board members falls below 6 members, or it is in the best interest of the board, the term can be extended with board approval.
6. Duties of Directors: Each Director will demonstrate support for the Corporation's purpose, staff and programs; regularly attend all Board, committee and special meetings; inform the Board about issues that might impact board decisions and maintain the confidence of the Board and avoid gross or willful neglect of the duties of the position.

Each board member will serve on at least one standing committee:

- a) The Fiscal Committee meets with the Financial Director to review the funds and securities of the Corporation monthly.
  - b) The Personnel/Programming Committee reviews all personnel decisions and conducts an annual review of the Directors. The Committee reviews all programs of the Corporation and any proposed changes to the programs.
  - c) The Fundraising Committee reviews any fundraising ideas and agrees upon which fundraisers will come next.
  - d) The Oversight Committee of the Development Coordinator reviews and monitors the Development Coordinator position and meets monthly to discuss the position and how the position is functioning.
7. Newly Created Directorships and Vacancies: Newly created Directorships or vacancies in the Board of Directors may be filled by a vote of the majority of the Board of Directors than in office. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his/her predecessor.
  8. Resignation of Director: A Director may resign at any time by giving written notice to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors. Acceptance of such resignation shall not be necessary to make it effective.
  9. Removal of Director: A Director may be removed with or without cause by a majority vote of the whole Board of Directors.
  10. Quorum of Directors: A simple majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Each Director present shall have 1 vote.
  11. Meetings of the Board of Directors: Regular meetings of the Board of Directors will be held monthly with the place, date and time being established by the officers of the Board. Notices of regular meetings of the Board will be mailed, emailed or given in person at least three days prior to the time appointed for the meeting. Additional meetings or committee meetings can be called at the discretion of the Board. There will be three unexcused absences allowed during the calendar year.
  12. Annual Board of Directors Meeting: An annual meeting of the Board of Directors shall be held for the election of Directors and the transaction of other business at the Corporate Office on the regularly scheduled January board meeting. Notice of this meeting shall be mailed, emailed or given in person at least three days prior to the Annual Meeting. A notice shall be given to the community and parents of Hand In Hand Early Childhood Center inviting them to attend the Annual Meeting.

13. Adjournment of the Board of Directors Meeting: A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another place and time. Notice of the adjournment shall be given to all directors, present and absent at the meeting.
14. Executive and Other Committees: The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members an Executive Committee and other standing committees as deemed necessary or advisable, each consisting of three or more Directors. These committees may include, but are not limited to Fiscal, Personnel and Programming, and Fundraising. Each committee shall have all of the authority of the Board, as is stipulated by resolution of the Board.

The Board shall also have the power to appoint, from time to time, such advisory committees (members of which need not be Directors) as it may deem necessary or advisable to assist or advise the Board with respect to the performance of its duties.

15. Compensation of Directors: Directors, as such, shall not receive any salary or compensation for their services as Directors. This includes reduced rates for childcare.

## **ARTICLE V OFFICERS**

1. Numbers: The Officers of this Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such assistant officers as the Board of Directors may elect. Any two or more offices may be held by the same person, except the offices of President and Secretary.
2. Election and Terms: All Officers shall be elected to hold office until the Annual Meeting of the Board of Directors and until a successor has been duly elected and qualifies.
3. President: The President shall be a Director and shall preside at all meetings of the Directors. Such officer shall be an ex officio member of all standing committees and shall, in general, supervise and manage all of the business and affairs of the Corporation, subject to the control of the Board of Directors. The President shall have the power to sign grants, contracts and instruments of the conveyance in the name of the Corporation, to sign checks, drafts, notes and orders for the payment of money subject to the approval of the Board of Directors.
4. Vice President: The Vice President or, if there is more than one, the Executive Vice President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President or Vice Presidents shall perform such duties as may be delegated by the Board of Directors.
5. Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and unless otherwise directed, the minutes of all meetings, in a place designated for that purpose. Such office shall give notice of all meetings of Directors and all other notices required by law. The Secretary shall attend to such correspondence as may be assigned and perform all the duties incidental to the office. The Secretary is responsible for affixing the Seal of Incorporation.
6. Treasurer: The Treasurer shall serve as the Chair of the Finance Committee. The Treasurer will work with the Financial Director to prepare monthly reports for the Board and will act as a consultant in issues of finance at Hand In Hand. The Treasurer will also be available prior to and during the annual audit for questions and feedback.

7. Vacancies: If the office of any officer becomes vacant, the Directors may elect any qualified director to fill such vacancy, who shall hold office for the unexpired term of the predecessor. The Board of Directors may remove any officer with or without cause at any time.

## **ARTICLE VI MISCELLANEOUS PROVISIONS**

1. Corporate Seal: The Corporate Seal shall be circular in form and have inscribed thereon the name of the corporation, the year of its organization and the word "SEAL", the words denoting "CORPORATION NOT FOR PROFIT" "New York". The Corporate Seal will be kept at the center in the finance office safe.
2. Fiscal Year: The Fiscal Year of the corporation shall begin on the first day of July and terminate on the last day of June. The fiscal year of the Corporation can be changed from time to time by the Board of Directors, subject to applicable law.
3. Conflict of Interest: The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the Corporations interest when contemplating any transaction which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.
4. Non-Discrimination Policy: The Officers, Directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, race, sex, religion, national origin, or sexual orientation. It is the policy of Hand In Hand not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical ability, veteran's status, political affiliation, color, religion, or national origin.

## **ARTICLE VII WHISTLEBLOWER POLICY**

If any employee reasonably believes that some policy, practice or activity of Hand In Hand Early Childhood Center is in violation of law, a written complaint must be filed by that employee with the Director or Board President.

It is the intent of Hand In Hand Early Childhood Center to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieve compliance with various laws and regulations.

An employee is protected from retaliations if the employee brings the alleged unlawful activity, policy or practice to the attention of Hand In Hand Early Childhood Center and provides Hand In Hand with a reasonable opportunity to investigate and correct the alleged unlawful activity.

Hand In Hand Early Childhood Center will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Hand In Hand that the employee reasonably believes is in violation of a law or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

## **ARTICLE VII AMENDMENTS**

Bylaw Amendment: These Bylaws can be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors in office at a meeting of the Board provided:

- a) That no amendment shall be made by these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 ( c ) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future tax codes.
- b) That an amendment does not affect the voting rights of the directors. An amendment that does affect the voting rights of the directors further requires ratification by two-thirds vote of a quorum of directors at a Board Meeting.
- c) That all amendments be consistent with the Articles of Incorporation.