

# BYLAWS OF SPARTAN CHILD DEVELOPMENT CENTER

12-2-2016

## ARTICLE I: NAME

The name of this Corporation shall be Spartan Child Development Center.

## ARTICLE II: OBJECTIVES

1. This Corporation shall administer a child development program providing quality care and education services for its Members.
2. This Corporation shall be self-supporting, nonprofit, organized on a non-stock basis, and shall be an equal employment opportunity employer. The Corporation is organized and operated exclusively for purposes described in section 501(c)(3) of the Internal Revenue Code. The bylaws will be governed, construed and interpreted by, through and under the laws of the State of Michigan.
3. The purpose of the Corporation is to provide child development and education services for children ages two weeks to six years of age. The Corporation provides these services to children of Michigan State University students, faculty, and staff, and of other families in the greater Lansing area.

## ARTICLE III: MEMBERSHIP

1. Membership in the Corporation shall consist of three classes:
  - a. Parent Members - each parent or legal guardian listed on the application for enrollment, whose children are currently enrolled in the Corporation's child development center ("Center") and whose fees are currently paid in full, shall be Parent Members of the Corporation. Application for, acceptance, continuation, and termination of a child's enrollment shall be determined according to policies established by the Board of Directors. Parent Members are voting members of the Corporation, limited to one ballot per child enrolled.
  - b. Complimentary Members - Parent Members whose child(ren) is/are withdrawn from the Center will automatically become Complimentary Members of the Corporation, from the date of the child's withdrawal from the Center for a period of fifteen (15) weeks. Complimentary Members are non-voting Members of the Corporation.
  - c. Honorary Members - any person who, in the opinion of the Board Directors, has distinguished him/herself in an area of family and child services or has made a valuable and unique contribution to the field of child care or to the Corporation may be named an Honorary Member of the Corporation. Unless otherwise specified by the Board at the time it is conferred, Honorary Membership shall be for a period of one (1) year, and may be renewed annually at the discretion of the Board Directors. Board of Directors who are not otherwise Members of the Corporation may be granted Honorary Membership by the Board for the duration of their terms. Honorary Members are non-voting members of the Corporation, unless they are elected as voting members of the Board Directors.

2. An Annual Meeting of the Membership, chaired by the President of the Board Directors, shall be held in October for the purpose of reviewing the affairs of the Corporation for the past year, formally introducing and orienting new Board Directors, soliciting members for membership on the committees, voting for Officer positions for the new year (President, Vice President, Secretary, Treasurer), and such other business as may come before the meeting.
3. Special meetings of the Members may be called at any time by: (1) an Officer of the Board Directors; (2) by a majority of the Voting Members of the Board Directors; or (3) at the written request of at least fifteen percent (15%) of the voting Members of the Corporation. Notice shall be given of the date, time, place, and purpose of any Special Meeting, no less than five (5) days prior to the date of the meeting, and posted in a conspicuous space at the Center.
4. A quorum at any meeting of the Membership shall consist of not less than fifteen percent (15%) of the voting Members of the Corporation, except as otherwise required in these Bylaws.
5. An affirmative vote of a simple majority of the voting Members of the Corporation present at any meeting of the Membership at which a quorum is present shall be required to carry a measure, except as otherwise required in these Bylaws.
6. An affirmative vote of two-thirds of the voting Members of the Corporation, including proxies, shall be required to remove a Board of Director from the Board or to amend these Bylaws.
7. Each Member or family shall be provided a copy of these Bylaws, program and enrollment policies, a list of the Board of Directors, professional staff, and committee structure upon request.
8. Amendments to the Bylaws shall require notice of the proposed amendments by posting the proposed amendments in a conspicuous place in the center three weeks prior to the meeting at which the amendments are to appear on the agenda. Parent Members will also be provided a copy of the proposed amendments. The Board of Directors shall approve the Bylaws that shall take effect immediately following an affirmative vote of two-thirds of the voting Members of the Corporation.

#### ARTICLE IV: BOARD OF DIRECTORS

1. The policymaking body of the Corporation shall be a Board Directors, which shall act to represent the best interests of the children, Members of the Corporation, and staff.
2. The preparation of each Board Director for the performance of Board duties is essential to the effective functioning of the Board. The Board requires that each new Board Director understand the functions of the Board, acquire knowledge of matters related to the operation of the Corporation and learn Board procedures. Accordingly, the Board shall give to each new Board Director, no later than the person's first regular meeting as a Board Director, for the person's use and possession during the term on the Board the following items:
  - a. A copy of the SCDC Policies and Procedures
  - b. A copy of the Bylaws of the Corporation, and
  - c. The current budget statement, audit report, and related fiscal materials.

3. The Board of Directors shall consist of:
  - a. Eight (8) voting Board Directors shall be Parent Members at the time of their election; provided, however, that no person who is an employee of the Corporation shall be elected as a voting Director.
  - b. One (1) voting Board Director, who is not a Parent Member or employee of the Corporation, upon election, shall represent the community at large.
  - c. One (1) voting Board Director, a family or child development consultant (Consultant Director), shall be appointed by a majority of the voting Board Directors. The Consultant Director shall be appointed by the Board Directors in October of each year.
  - d. A minimum of one (1) voting Board Director, but not more than two (2) voting Board Directors shall be appointed by Michigan State University.
  - e. Two (2) non-voting Board Directors, as follows:
    - The Executive Director
    - A Staff Representative, who shall be a full-time staff member employed by the Corporation for at least one full year, and who shall be elected by the other staff members and appointed in October.
4. Terms of office are as follows:
  - a. The terms of office for the Staff Representative and the Consultant Director shall be one (1) year beginning November 1 of the year he or she is elected or appointed, or until the person's successor is elected.
  - b. As specified in Article V, all elected Board Directors shall serve two (2) year terms beginning November 1 of the year he or she is elected or appointed, or until the person's successor is elected.
  - c. The term of office for the Board Directors appointed by Michigan State University shall be two (2) years beginning November 1 of the year he or she is appointed, or until the person's successor is appointed.
5. Vacancies
  - a. Except for a vacancy occurring in the Staff Representative position, vacancies occurring on the Board of Directors shall be filled by appointment and approval of a majority of the remaining voting Board Directors. Any vacancy in the Staff Representative position shall be filled by election by other staff members, according to the Center's procedures. Each person appointed or elected to fill a vacancy shall serve for the remainder of the current term of the person's predecessor.
  - b. The Board Directors shall have the power to remove any elected Board Director who misses three (3) or more regular Board meetings during the person's term of office without prior notification to and authorization by the Board of Directors. The Board Directors may not remove an elected Board Director for any other reason, as this power is reserved to Members of the Corporation at Membership meetings.
6. Board Meeting Requirements and Structure
  - a. A meeting of the Board of Directors shall be held in November for the purpose of assigning committee chairs; determining the date, time, and place of the regular Board meetings, and such other business as may come before the Board Directors.
  - b. The Board Directors shall meet at least six (6) times a year. A calendar will be distributed to the Board Directors in November denoting meeting dates for the term.
  - c. Special meetings of the Board Directors may be held upon the call of any Officer, provided that notice shall be given of the date, time, and place of the special meeting to

each Board Director at least two (2) days in advance thereof, and posted in a conspicuous place at the center.

7. Any Member of the Corporation may attend any meeting of the Board Directors and each Member shall be equally privileged as to voice.
8. The agenda at each regular meeting of the Board Directors shall include the following items:
  - a. Call to Order by the President
  - b. Public Comments and Announcements
  - c. Approval of the Minutes
  - d. Report of the Executive Committee
  - e. Report of the Executive Director
  - f. Report of the Staff Representative
  - g. Reports of the Standing and Special Committees
  - h. Old Business
  - i. New Business
  - j. Adjournment
9. Board Directors and committee members shall serve without compensation in cash or in kind for services, except that the Corporation shall provide childcare for Board Directors and committee members during scheduled Board Director and committee meetings with the approval of the Executive Director.
10. To the extent permitted by law, a Board Director shall not be held personally liable to the Corporation or its Members for monetary damages for any good-faith breach of the Board Director's fiduciary duties, provided that the breach did not result in an improper personal benefit to the Board Director.
11. The Corporation shall defend and indemnify all voting Board Directors to the full extent provided by Michigan law.

#### ARTICLE V: NOMINATIONS AND ELECTIONS

The election of the Board of Directors by the Membership each year shall be governed as follows:

1. A Nominating Committee consisting of at least three (3) Members appointed by the President and approved by the Board Directors no later than the August meeting of the Board Directors, shall solicit candidates by written notification to the Members and through announcements to the community. Every effort shall be made by the Nominating Committee to solicit candidates who reflect diverse backgrounds and experiences.
2. Any interested person may nominate him/herself by submitting to the Nominating Committee a paragraph stating the person's name, child's classroom, term availability, interest in being a candidate for the Board Directors, a statement of qualifications and education or work experience, and a statement of goals he/she has for the Corporation. Two persons of the same household may be nominated to serve as a single Board Director, with one vote, if elected. Distinct effort will be made to assure that Board Directors exhibit and support the program's commitment to diversity and multiculturalism. Written nominations are to be submitted to the Nominating Committee by the deadline formally announced.

3. The Nominating Committee shall present to the Membership of record no later than the last Friday in September. The written nominations shall constitute the official ballot of the Board Directors of the Corporation, and shall include space for write-in votes. The Corporation may conduct electronic ballot elections. Hard copies of ballots will be provided if requested.
4. If a hard copy is requested, a ballot with two envelopes shall be distributed to the Member at least one (1) week prior to the election of the Membership. Ballots must be sealed in an unmarked envelope and that envelope sealed in a second envelope bearing the signature of a voting Board Director and returned to a sealed ballot box at the center by the close of the center one (1) day prior to the election.
5. The voting privilege shall be limited as follows:
  - a. At the meetings of the Members and for election of the Board Directors, only Parent Members may vote. Parent Members are limited to one ballot per child enrolled at the time ballots are distributed. Complimentary and Honorary Members will not be allowed to vote at meetings of the Members and for election of the Board Directors.
  - b. Proxies are allowed only at Membership meetings.
6. The Nominating Committee shall serve as the tellers and shall receive the sealed ballot box or secured electronic report, verify Membership, tabulate the vote, and report the results of the election at the close of voting and no later than the Annual Meeting (October) of the Membership. The ballots shall be retained by the Committee for a period of one month, or until a challenged vote is resolved by vote of the Board Directors.
7. In the event of a tie in voting for a Board Director, the winner shall be decided by lot drawn by a member of the Nominating Committee.

#### ARTICLE VI: BOARD DIRECTORS' MEETINGS AND VOTING

1. Except as otherwise required in these Bylaws, a quorum of the Board Directors shall consist of a majority of the voting Board Directors, elected and serving. The Board Directors shall not conduct any business unless a quorum is present, except to vote to immediately adjourn any such meeting.
2. At meetings of the Board of Directors, only voting Board Directors may vote. Two persons of the same household elected to serve as a single Board Director shall have only one vote, and those persons shall agree on how to cast their vote, or, in the event of a disagreement between them, the vote shall not be counted. Except as otherwise provided in these Bylaws or required by law, the vote of a simple majority of the voting Board Directors present at any meeting at which a quorum is present, shall be necessary to carry a measure. In the event of a tie vote, the measure shall have failed.
3. An affirmative vote of not less than two-thirds (2/3) of the voting Board Directors, elected and serving, at any meeting at which a quorum is present, is required to remove the Executive Director.
4. A voting Board Director who has a direct or indirect interest in any matter before the Board, excluding annual budget matters, shall disclose such interest (the disclosure of which shall

become part of the record of the Board's official proceedings) prior to the Board taking any action on the matter and shall verbally abstain from voting in the Board's proceedings related to the matter.

5. When, in the opinion of at least two-thirds (2/3) of the voting Board Directors present at any meeting of the Board Directors, it is necessary or convenient for the Board to convene in Closed Session, the Board may do so. Closed Sessions provide a venue for handling sensitive issues that are best discussed in private, for fostering robust discourse, and for strengthening trust and communication. Closed Sessions may take place at any time during regular Board meetings. When the Board of Directors convenes in Closed Session, only voting Board of Directors may be present, together with any consultant(s) or other person(s) deemed necessary to the discussion by two-thirds (2/3) of the voting Board Directors present. Minutes of any Closed Session shall be kept and maintained separate and apart from regular meeting minutes, and shall not be disclosed to any party other than the voting Board Directors, unless disclosure is compelled by court order or other legal process. The decision to convene a Closed Session shall be made by roll call vote of the voting Board Directors following a motion that very generally describes the purpose of the Closed Session. Following a Closed Session, any decision or action of the Board as a result thereof shall only be taken after the Board has returned to a regular session.

#### ARTICLE VII: OFFICERS AND DUTIES

1. All Officers (President, Vice President, Secretary, and Treasurer) shall be elected by the Board of Directors from among the voting Board Directors in November and shall hold office for a term of one year (beginning November 1 of the year he or she is elected) or until their successors are elected.
2. Vacancy in the Officer position of President shall be filled by the Vice President. Vacancy in any other Officer position shall be filled by election of a Board Director, by the Board of Directors, at their next meeting.
3. A President shall be the Chief Officer of this Corporation and shall preside at meetings of the Members, the Board Directors, and Executive Committee, shall create such Special Committees as necessary to carry out the objectives of the Corporation as necessary, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office in accordance with the Bylaws, policies, and instructions of the Board.
4. A Vice President shall, in the absence or disability of the President, or upon the President's direction, perform all of the duties of the President. A Vice President shall preside over all discussion, maintenance, and revision of the Bylaws.
5. A Secretary shall keep a record of all the official proceedings of the Board of Directors and Executive Committee and shall keep the reports of standing and special committees. The Secretary shall draft as directed correspondence of the Board, maintain a list of Board Directors and Officers, and provide notification of meetings including the distribution of agendas.
6. A Treasurer shall have charge of the books of account and shall provide a monthly statement to the Board and an annual statement to the Membership of all moneys collected, held, and disbursed by the Corporation.

7. The Executive Director is employed by the Corporation at such rate of compensation as is deemed fair and proper by the Board Directors:
  - a. An Executive Director shall serve as the administrative Officer of this Corporation and shall be responsible for the day-to-day operations for the center, including the supervision of the entire staff and the performance of such other duties as may be delegated by the Board of Directors, the Executive Committee, or the President in accordance with the Bylaws, policies, objectives, and instructions of the Board. The Executive Director shall report monthly to the Board and annually to the Membership on such matters as may be designated by the Board, and shall be responsible to the Treasurer for the daily maintenance of books of accounts.
  - b. The Executive Director shall employ an adequate staff to carry on the business and objectives of the Corporation at such rates of compensation as the Executive Director deems fair and proper, within the limitations of the annual budget and shall keep the Board Directors informed of changes.
  - c. Not less than two (2) Officers shall execute, acknowledge, or verify any instrument required by law or official document required for the transaction of business of the Corporation. Execution of any official document shall be previously authorized at a meeting of the Board Directors or by written consent by all Board Directors.
8. Unless a specific exception is made by the Board Directors, a copy of each legal instrument or official document shall be provided to each Board Director and incorporated with the minutes of the meeting at which authorization was made. In any case, any legal instrument, official document, financial report, or minutes of any meeting shall be made available for inspection and copying by any Board Director upon request.

#### ARTICLE VIII: COMMITTEES

1. The Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary. The Executive Director shall serve as an ex-officio member of this committee. To the extent provided by the Bylaws, policies, and instructions of the Board, this committee shall meet as necessary to prepare for Board meetings, draft courses of action, and exercise the authority of the Board in management of the business and affairs of the Corporation between meetings of the Board.
2. The Standing Committees of the Board shall be:
  - a. Budget – This committee, chaired by the Board Treasurer, is responsible for development and administration of a sound fiscal policy for the Corporation.
  - b. Fund Development – This committee is responsible for implementing and managing fundraising initiatives within and for the benefit of the Center.
  - c. Personnel and Policies – This committee is responsible for the development and revisions of corporate policies and personnel procedures.
  - d. Curriculum – This committee is responsible for the development, revision and support of the children’s program, accreditation, and evaluation.
  - e. Bylaws – This committee, chaired by the Board Vice-President, is responsible for the development and revision of the constitution and Bylaws of the Corporation.
  - f. Diversity and Family Engagement – This committee is responsible for proposing

initiatives to ensure that the classrooms and Center adequately reflect the diversity that exists amongst families and staff. This committee is also responsible for coordinating and leading the annual International Night.

- g. Research – This committee reviews research proposals that have been submitted to the Center.
  - h. Special Committees – Created as necessary to carry out center objectives to include but are not limited to the Executive Director review, Board nominations, etc.
3. The President may create such other ad-hoc committees as necessary to carry out the objectives of the Corporation.
  4. Standing Committees shall consist of at least three (3) members. The chairperson of each committee may be any Member of the Corporation or staff of the Corporation, except that the Treasurer shall be the chair of the Budget Committee and the Vice President shall be the chair of the Bylaws Committee. Committee chairpersons shall solicit Members for their committees from the Membership. The Board Directors may designate one or more Board Directors to serve in the absence of a committee member, or to represent a varying opinion on the committee.
  5. Any Officer or committee chairperson shall, upon relinquishing the duties and responsibilities of their association with Corporation, turn over to the Corporation any book, records, and minutes in written form or in any other form capable of being converted into written form, that were acquired by virtue of their association with the Corporation.

#### ARTICLE IX: FINANCE

1. The fiscal year of the Corporation shall be July 1 through June 30.
2. The Board of Directors shall adopt a budget for each fiscal year and the Corporation shall function within the limitation of the annual budget. The proposed budget shall be provided to the Board Directors for review in April. The final budget shall be approved in May.
3. In no event may any expenditure be made involving pecuniary gain or profit to any Member.
4. When as the current income of the Corporation permits, the Board Directors must maintain an emergency reserve fund that is a minimum of 5% of the operating budget. The Executive Director shall have the discretion to make expenditures of an amount not to exceed \$1,000 from this fund. No expenditure greater than \$1,000 shall be made from this fund except:
  - a. after hearing a report of the Executive Committee or the Budget Committee on such a proposal and upon a two-thirds (2/3) vote of the voting Board Directors present at a meeting at which a quorum is present; or
  - b. in the absence of a report from the Executive Committee or the Budget Committee on such a proposal, upon the affirmative vote of three-fourths (3/4) of the voting Board Directors present at a meeting at which a quorum is present.Expenditures from the emergency reserve fund should be replenished as quickly as possible and must be replenished within three (3) years.
5. Monies collected by the Corporation shall be placed in a depository selected by the Board of Directors and shall be disbursed in such a manner as the Board may direct.

6. All checks, drafts, notes, or orders drawn against the depository account shall be signed by any two of the following: President, Vice President, Secretary, Treasurer, and Executive Director.
7. A check may be drawn against the depository account for an amount not to exceed one hundred and fifty dollars (\$150.00) and payable to Petty Cash. Thereafter, Petty Cash may be replenished in like manner for an amount not to exceed the total of cash expenditures supported and accounted for by cash payment receipts.
8. The Executive Director and the Treasurer are responsible for the issuance, accounting, monitoring, retrieval, and general oversight of the use of the Center's banking credit card. The Executive Director is the only authorized user of the Center's banking credit card. The Executive Director, Assistant Director, Business Manager, and Cook are authorized to use the Sam's Club/Walmart credit card. The use of these credit cards shall be strictly for Corporation business. All receipts must be provided and maintained with accounting records for all purchases. If the credit cards are lost or stolen, the issuing entity, President, and the Treasurer should be notified immediately. Employees who hold a credit card and who separate or are terminated from the Center must return the credit card to the Treasurer immediately upon separation or termination. Misuse of the credit card is grounds for disciplinary action.
9. The Executive Director, the Business Manager, the Treasurer, and members of the staff handling funds of the Corporation shall obtain at the expense of the Corporation a fidelity bond or liability insurance in such amount as the Board Directors shall determine.
10. The books of account of the Corporation shall be maintained according to Generally Accepted Accounting Principles and there shall be an annual audit, review, or compilation of the finances of the Corporation by a Certified Public Accountant selected by the Board Directors. The audit, review, or compilation, together with the report from the Treasurer, shall be submitted to the Board Directors.

#### ARTICLE X: NON-DISCRIMINATION

1. The Corporation shall not discriminate against any person on a basis prohibited by law or on account of sexual orientation or gender identification.

#### ARTICLE XI: DISSOLUTION

1. In the event of the dissolution of the Corporation, the disposal of liquid and fixed assets shall be as follows: First, to the payment of all debts and obligations of the Corporation. Second, to reimbursement of prepaid fees of Members. Third, the balance, if any, of liquid assets shall be donated to a non-profit childcare facility. Fourth, the balance of fixed assets shall be donated to Michigan State University affiliated childcare facilities.
2. In the event of dissolution, all assets real and personal, shall be distributed to such organizations as are qualified as tax exempt under Sec. 501(c)(3) of the Internal Revenue code of the corresponding provisions of a future United States Internal Revenue laws.

The Board adopts Bylaws to achieve the objectives of Spartan Child Development Center and to ensure that the conduct of its own affairs will be in accordance with the highest standards of child development centers.

**Adoption/Change Log**

Adopted 05/05/82

Amended 01/11/83

Amended 04/13/83

Amended 09/01/83

Amended 04/03/90

Amended 09/04/90

Amended 07/21/92

Amended 11/12/92

Amended 12/13/93

Amended 02/28/94

Amended 10/19/00

Amended 11/20/01 (Amended Article IV, Section 10)

Amended 7/14/04

Amended 9/26/10

Approved by the Board on 10/17/16 (affirmed by 2/3 of Parent Members and in effect on 12/2/16)