

## Bylaws

### By-Laws of University Community Childcare, Inc.

#### Article 1

**Section 1. Organization Membership.** The Organization Membership (hereinafter referred to as the "Members"), shall consist of the parent(s), guardian(s) and foster parent(s), including any staff member(s) who is also a parent, guardian or foster parent, of children attending University Community Childcare (hereinafter referred to as UCC), and all voting members of the Board of Directors.

**Section 2. Organizational Meetings.** Organizational meetings shall be held at least twice a year. At least one meeting shall be held during the fall and another in the spring. The specific dates and times of all organizational meeting shall be established by the Chairperson of the Board of Directors. Additional meetings may be called by petition, provided the petition is signed by at least 25 members, or by the request from the Board of Directors. A written notice shall be provided to all members at least four (4) working days prior to the date of any organizational meeting.

**Section 3. Voting.** All members are entitled to vote at organizational meetings. A quorum shall constitute 25 members at an organizational meeting. All elections, amendments to the Constitution, and any other matter submitted to the members for voting shall be approved by a two-thirds majority, provided that there are at least 25 members present

#### Article II

##### Board of Directors

##### Section 1. Duties and Responsibilities

- a. The Board of Directors (hereinafter referred to as the "Board") shall conduct the business of the corporation and shall establish general guidelines for the operation of the organization.
- b. The Board shall review and approve the annual budget for the corporation, based on the recommendations of the Finance Committee and the Executive Director.
- c. The Board shall have the authority to acquire, hold and dispose of all real and personal property and enter into contracts and instruments of indebtedness, on behalf on the corporation, when approved by resolution. However, such authority to acquire, hold and dispose of any real or personal property and enter into contracts and instruments of indebtedness shall be exercised through the Executive Director of the corporation.
- d. Acquisition, transfer or disposition of any real or personal property owned by the corporation shall be in accordance with a resolution adopted by the Board at a regular meeting.
- e. The Board shall employ all person(s), including the Executive Director, Assistant Director, Program Coordinators, etc., it deems necessary for the successful accomplishment of the objectives of the corporation. Hiring, evaluation and dismissal of the Executive Director and Assistant Director is the responsibility of the Board of Directors. The Executive Director shall recommend candidates for Program Coordinators to the Executive Committee, who shall make the final decision. Hiring, training and dismissal of the teaching staff is delegated to the Executive Director.
- f. The Board will notify the organization's members of upcoming elections and call for nominations. The Board Chairperson shall appoint an ad hoc Committee for the purpose of providing all prospective candidates with an orientation to UCC and the Board of Directors.
- g. Any Board member absent for two consecutive meetings, or four (4) meetings in a calendar year, may be asked to resign
- h. Any motion adopted by a simple majority of those present shall be considered to be the action of the entire board

#### Article III

##### Officers

##### Duties and Responsibilities

##### Section 1. Chairperson.

- a. The Chairperson is responsible for conducting all Board meetings and all Organizational meetings.
- b. The Chairperson has the authority and the following responsibilities:
  1. to establish the agenda for the Board meetings and the Organizational meetings;

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2. to propose policy and provide general direction to the Board and Organizational membership concerning the operation of the corporation;
  3. to make committee appointments;
  4. to serve as ex-officio member of all committees, assign tasks and delegate responsibility to the Executive Director, Committee Chairperson, Board members and Organization members;
  5. to act as the primary spokesperson for the Board;
  6. to act as the principal liaison between the Board and the Executive Director, and other outside organizations and entities (i.e. Iowa State University, United Way of Story County, City of Ames, etc.), and;
  7. to perform any other function the Board assigns by resolution.
- c. In no way shall the Board Chairperson interfere with the duties of the Executive Director, unless specific action is authorized by the Board of Directors.

**Section 2. Vice Chairperson.**

- a. The Vice Chairperson will be responsible for nominating new board members and organizing board member elections and computing results; organizing and conducting elections of board officers.
- b. Upon the inability of the Chairperson to perform his/her duties, the Vice Chairperson shall serve as the Chairperson until such time as the Chairperson shall be able to resume the duties of Chairperson. In the event the Chairperson is not able to resume the duties, the Vice Chairperson shall automatically become the Chairperson, in accordance with the provisions for filling vacancies among Officers, provided in the Constitution.

**Section 3. Treasurer.**

- a. The Treasurer shall have the responsibility to monitor the financial affairs of the corporation, subject to the advice and consent of the Finance Committee, the accountant, the Board of Directors and in accordance with the adopted Annual Budget of the corporation.
- b. The Treasurer shall keep books and records of the financial affairs of the corporation, and make such available to the Chairperson and Board members upon request.
- c. The Treasurer may delegate to the Executive Director the day-to-day accounting and bookkeeping functions for the corporation, however, the Treasurer will be responsible for presenting financial summaries at the Board meetings and acting as Chairperson for the Finance Committee.
- d. The Treasurer will be responsible for organizing fund raisers and chairing the finance committee.

**Section 4. Secretary.**

- a. The Secretary shall keep the minutes of the Board meetings and the minutes of the Organizational meetings.
- b. The Secretary may have charge of the minute books, corporate seal and any other official corporate documents the Board may desire to be maintained. These items may be held in the office of the Executive Director.

**Article IV**  
Executive Committee

**Section 1. How Constituted.**

The officers of the UCC Board of Directors shall constitute the Executive Committee. The Executive Director is an ex-officio member.

**Section 2. Duties and Powers.**

The Executive committee shall act for the UCC Board between meetings of the Board, except that its acts may not conflict with or modify actions taken by the Board including the budget. At the next meeting of the Board a report shall be made of the Executive Committee's Actions.

**Section 3. Meetings.**

Special meetings may be called by the Chairperson or upon request of two (2) members of the Executive Committee.

**Section 4. Quorum.**

A majority of the members of the Executive Committee shall constitute a quorum.

## **Article V** **Committees**

**Section 1.** Committees. There shall be standing committees as provided by these bylaws and special committees as authorized by the Board of Directors.

**Section 2.** Purpose of Standing Committees.

- a. Standing Committees are established by the Board of Directors to operate as functional planning units in three (3) areas. They are Finance, Personnel, and Staff Recognition.
- b. Committees shall establish, review and update, as needed, all organizational policy and procedures related to their functional area.
- c. Committees shall continually establish long range and short range goals and achievable objectives, with practical implementation strategies to accomplish the stated goals. Taken together, the plans, objectives and implementation strategies form a strategic plan to guide decision making and point towards the future of the organization.

**Section 3.** Standing Committee Appointments.

- a. Standing committees shall be appointed by the Board Chairperson, subject to confirmation by the Board. Unless otherwise specified by these By-Laws, any Board Member, Organization Member or UCC employee is eligible to serve on a Standing Committee.
- b. Standing Committees shall meet at the request of the Committee Chairperson, or when directed by the Board Chairperson.
- c. The Committee Chairperson shall submit to the Board Chairperson the committee report, including a list of items to be placed on the agenda requiring specific Board action five (5) days prior to the next regular Board meeting. Standing Committees are as follows.

**Section 4.** Finance.

- a. The Treasurer of the Board shall be the Chairperson of the Committee, and the Executive Director shall be a member.
- b. Membership on the Finance Committee shall consist of at least 3 and not more than 7 members. The remaining members of the Committee shall come from the Board of Directors or the Organization Members.
- c. The Executive Director shall present a proposed budget to the Committee no later than 30 days prior to the due date to the appropriate funding agency (i.e. Iowa State University, ASSET, etc.). The Committee shall review the proposed budget for consistency with all adopted plans, places and programs of the organization. Following review, analysis and modification, as appropriate, the Committee shall submit the budget for final action by the Board of Directors.
- d. Other duties of the Finance Committee include preparing a long range financial plan for the organization and proposing fund-raising activities to be undertaken by the membership.

**Section 5.** Personnel.

- a. The Vice Chairperson of the board shall be Chairperson of the Committee, and the immediate past Board Chairperson shall be a member.
- b. Membership of the Personnel Committee shall consist of at least 3 and not more than 7 members including one designated UCC employee.
- c. The Personnel Committee is responsible for the annual performance review of the Executive Director, which will be coordinated by the immediate past Board Chairperson. The committee is responsible, in combination with the Executive Director, for the performance review of the Assistant Director. In the event the immediate past Board Chairperson is no longer a member of the board, the current Board Chairperson will assume these duties.
- d. The Executive Director will make available upon request of the Personnel Committee, a copy of the annual review of each Program Coordinator. Annual reviews of the teaching staff will be made available to the committee as requested.
- e. The Committee will ~~also~~ serve as a forum for staff and parent grievances and prepare and revise all policies, procedures and contracts (i.e. Parent's Handbook, Staff Handbook, employment contracts, etc.)
- f. The Committee will ~~also~~ prepare long and short range plans related to staffing requirements, curriculum modifications, and research and recommend any professional association certification.
- g. In the event of an opening for the Executive Director or the Assistance Director, an Ad Hoc Executive Search Committee shall be established by the Chairperson of the Board.

**Section 6. Staff Recognition**

- a. The Secretary of the board shall be Chairperson of the Committee.
- b. Membership of the Staff Recognition Committee shall consist of at least 3 and not more than 7 members and shall include the Assistant Director of UCC.
- c. The duties of the Committee are to prepare and recommend programs and activities to recognize the staff of UCC throughout the year.

**Section 7. Ad Hoc Committees.** The Board Chairperson shall create Ad Hoc Committees as necessary and **appoint** members to carry out the duties of the Committee.

**Article VI**  
Executive Director

The Executive Director (hereinafter referred to the Director) shall perform the duties of the office in accordance with the job description for the position as adopted by the Board of Directors. The Director shall be responsible for the daily operation and administration of the Organization including the supervision of organization employees, and the mediation of any routine disputes between staff, staff and parents, or between parents regarding UCC-related issues.

**Article VII**  
Financial Procedures

**Section 1. Banking.** All banking processes will take place through Iowa State University and according to established procedures of the Campus Organizations Office.

**Section 2. Accountant.** The corporation will retain a Certified Public Accountant to keep financial records for the organization.

**Section 3. Bonding.** The Board shall obtain a surety bond for the Certified Public Accountant and the Executive Director. The premium shall be paid for by the corporation.