

Bylaws of
Infant Toddler Children's Center, Inc.

As Amended January 2021

Article I
Name, Principal Office, Purpose, Fiscal Year

- I.1 **Name.** The corporate Name of this agency is The Infant Toddler Children's Center, Inc. The name may be changed by a vote of its general membership pursuant to the requirements of G.L.C. 180.
- I.2 **Principal Office.** The principal office of the corporation is in the Town of Acton, Massachusetts. The Board of Trustees may change the location of the principal office and establish other offices, as it deems appropriate.
- I.3 **Purpose.** The purpose of the Corporation is to operate a licensed, non-profit early care and education program for infants through early elementary school aged children needing daytime care and education and/or before and after school care away from the home. There shall be no discrimination on the basis of race, color, creed, gender, sexual orientation or marital status, disability or national origin, either in the admission of children or in the hiring of staff. The Corporation shall be licensed by the Commonwealth of Massachusetts.
- It is the intent and purpose that the Corporation shall be organized and operated exclusively for religious, charitable, scientific, or educational purposes within the classification of legal charities and no part of the net earnings or of the principal shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of such corporation shall be to carry on propaganda or otherwise attempt to influence legislation.
- I.4 **Fiscal Year.** Fiscal year begins on September 1 and ends on August 31 unless otherwise determined by the Board of Trustees.

ARTICLE II
Members of the Corporation

- II.1 **Membership** The members of the Corporation ("Members") shall consist of "Eligible Persons" (as defined below) who have signified their intent to become members of the Corporation for that year during the Enrollment Period (as defined below) by signing the member register of the Corporation kept at the offices of the Corporation.

The term of each Member shall be for one year expiring on September 1st each year, provided however a member's term shall terminate if such member ceases being an Eligible Person. As long as they remain an Eligible Person, a Member can sign to be a member for additional successive terms. "Eligible Persons" shall consist of the administrators of the Center, those staff members who are employed by the Center, persons designated in the records of the Corporation as legal guardians of children enrolled in the Center, and persons elected to the Board of Trustees. The "Enrollment Period" shall commence on September 1st and end on September 30th each year, provided however, if a person commences employment or enrolls a child in the

Center after the end of the Enrollment Period, such person shall have 30 days from the date of employment or enrollment to become a Member by signing the Member register.

- II.2 **Additional Members.** In addition, the Board of Trustees may from time to time elect to the membership of the Corporation persons who have demonstrated the ability to contribute to the field of early childhood educational services.
- II.3 **Voting.** Members have the right to vote at all Special or Annual meetings. Each Member shall have one vote. Members who are unable to attend Special or Annual meetings may vote by proxy provided such absent Member provide his or her vote in writing to a Member in attendance.
- II.4 **Additional Offices.** Members may be elected to the Board of Trustees and to offices of the Corporation.
- II.5 **By-Law Revisions.** Members shall adopt and revise the Corporation by-laws by a vote of not less than 2/3 of the Members either present at a Special or Annual meeting or casting votes by proxy as described in Section II.3.
- II.6 **Election of Board of Trustees.** Members shall elect the Board of Trustees of the Corporation by a vote of not less than 51 % of the members either present at a Special or Annual meeting or casting votes by proxy as described in Section II.3.

ARTICLE III

Meetings of the Members of the Corporation

- III.1 **Place.** All meetings of the Members of the Corporation shall be at the principal office of the Corporation or at such other place in the Commonwealth of Massachusetts stated in the notice of the meeting.
- III.2 **Annual Meeting.** The Annual Meeting of the Members of the Corporation shall be held annually on such date as may be determined by the Board of Trustees.
- III.3 **Notice.** Written notice of the date, time, place, and agenda of the Annual Meeting will be issued to every Member of the Corporation, at least fourteen (14) days before the date of such meeting.
- III.4 **Purpose.** The purpose of the Annual Meeting shall be to hear the annual reports of the Executive Director, Board Chairperson and committees, and the financial statement of the Treasurer, to elect members of the Board of Trustees, and to transact other business as set forth in the notice of such meeting.
- III.5 **Quorum.** At any Annual or Special Meeting, the presence (in person or by proxy) of at least one third of the members of the Corporation shall constitute a quorum and shall be necessary to conduct the business of the Corporation. The vote of a majority of those either present at a meeting at which a quorum exists or voting by proxy as

provided for in Section II.3, shall be sufficient to act upon matters brought before such a meeting, unless otherwise provided by law, Articles of Incorporation, or the by-laws.

- III.6 **Voting.** At all meetings of the Corporation each Member, including the Executive Director, shall be entitled to one vote. Voting may be accomplished by ballot, voice vote, or proxy vote as provided for in Section II.3.
- III.7 **Special Meetings.** Special meetings of the Members of the Corporation shall be held whenever called by the Executive Director, or by a majority vote of the Board of Trustees, or by written request to the Executive Director by at least 10% of the Members of the Corporation at least fourteen (14) days before the requested date of such meeting.
- III.8 **Notice.** Notice of Special Meetings shall be issued in writing to all members of the Corporation at least ten (10) days before the date of the meeting, stating the date, time and place, the reasons such meeting has been called, and the business to be transacted. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all Members present at such a meeting.

ARTICLE IV The Board of Trustees

- IV.1 **Powers of the Board of Trustees.** The Board of Trustees shall have all the rights, duties and responsibilities as Director within the meaning of G.L.C. 180 and shall approve the appointment of the Executive Director of the Center, to whom the Board shall delegate the responsibility for the administration of the affairs of the Corporation. The Board of Trustees shall empower the Executive Director to employ such other persons as may be necessary to conduct the day-to-day affairs of the Corporation, to determine the financial policy of the Corporation, prepare a budget and account for all expenditures of moneys allocated for corporate purposes, and to establish early childhood education program policies for the Corporation.
- IV.2 The Board of Trustees will conduct the management of the property and affairs of the Corporation. The Board shall formulate policies and act as a liaison between the Corporation and the community at large. The Board shall secure financial support for the Corporation and shall review and approve the annual budget prepared by the Executive Director. The Board shall determine the purchase, lease, pledge and sale of property, and make such contracts and agreements as it deems advantageous to the purpose of the Corporation, to fix the price paid for or in connection with any property or rights purchased, sold or otherwise dealt with by the Corporation, to borrow money, issue bonds, notes and other obligations of the Corporation.
- IV.3 The Board of Trustees may authorize such persons or officers besides the Executive Director it deems wise to sign checks, notes or drafts for the Corporation, or to do anything otherwise authorized under c. 180 and the Massachusetts General Laws.

- IV.4 **Number.** The Board of Trustees shall consist of not less than ten(10) *members* and no more than fifteen (15) Trustees. Each Trustee shall serve in the position of Director for the purposes of G.L.C. 180. The Executive Director shall be an ex-officio member of the Board of Trustees. All other Trustees of not less than *ten (10)* and no more than fifteen (15) in number will be elected by the membership of the Corporation.
- IV.5 **Nomination, Election and Term.** The Executive Director appointed by the Board of Trustees shall be an ex-officio member of the Board of Trustees for as long as that administrator is employed in that position by the Corporation. The Members of the Corporation elect the remaining Trustees from a slate of nominations presented by the Nominating Committee at the Annual Meeting of the Corporation. All Trustees must be in good standing with the Corporation. Trustees are elected for one two-year term and may be re-elected for two additional consecutive two-year terms. Members of the Board of Trustees may, after a one-year absence from the Board, be re-elected to the Board of Trustees for two additional two-year terms.
- IV.6 **Advisory Members.** The Board of Trustees may elect advisory members, responsible for providing advice and information to the Board. Advisory members may be nominated and elected by a majority vote of the Board, based on their expertise in a particular area, anytime the Board deems necessary. Advisors are elected for one-year terms but may be invited by the Board of Trustees to serve for additional terms as needed. Advisory members are non-voting members of the Board and will bring information and recommendations to the Board of Trustees for consideration. Advisory members will implement recommendations only upon the approval from the Board of Trustees.
- IV.7 **Representation.** At least 50% of the positions on the Board of Trustees, not including that filled by the Executive Director, must be filled by persons, who at the time of their election are parents or guardians of children enrolled in the Center. At least (2) positions on the Board of Trustees must be filled by staff of the Corporation. The remaining positions may be filled by other persons, including community representatives. Trustees may be, but need not be, Members.
- IV.8 **Vacancies.** Any vacancy on the Board of Trustees, except the position filled by the Executive Director, occurring for whatever reason between the annual meetings of the membership of the Corporation, may be filled by the affirmative vote of a majority of the remaining Trustees at any regular meeting of the Board of Trustees from nominations presented by the Nominating Committee. Until the vacancy is filled, a majority of the remaining Trustees will constitute a quorum for transaction of business at any meeting. Any Trustee who fills a vacancy shall not be deemed to have been “elected” for the purposes of Section IV.2 until such Trustee is first named on slate of nominations presented to the Members for vote at an Annual or Special meeting.
- IV.9 **Removal.** Trustees who are employees of the Corporation will automatically be removed if their employment with the Corporation is terminated. Trustees may be

removed before the end of their term of office with or without cause by a two-thirds vote of the Board of Trustees.

- IV.10 **Resignation.** Any elected member of the Board of Trustees may at any time resign from her position by submitting a written resignation to the Secretary. The resignation would be effective immediately upon receipt or at such other time as specified.

ARTICLE V Officers of the Corporation

- V.1 **Officers.** The officers of the Corporation shall consist of the Chairperson (President for G.L.C. 180 purposes) of the Board, Vice-Chairperson (Vice-President for G.L.C. 180), a Secretary (Clerk for G.L.C. purposes), a Treasurer, and any such officers as the Board of Trustees shall, from time to time, deem necessary. The officers of the Corporation are non-staff members of the Board of Trustees.
- V.2 **Elections and Terms.** The officers of the Corporation shall be elected annually by the Board of Trustees at the Board's business meeting directly following the Annual Meeting of the Corporation. Elected officers of the Corporation shall hold office for one year and may be re-elected to the same or different office, each year, during their tenure on the Board by a two-thirds (2/3) vote of the Board of Trustees.
- V.3 **Removal or Resignation of Officers.** Officers may be removed with or without cause before their term of office expires by a two-thirds (2/3) vote of the Board of Trustees. Any officer may resign by filing with the Chairperson or with the Secretary a written resignation which shall take effect immediately upon receipt or at such other time as specified.
- V.4 **Chairperson.** The Chairperson is the chief operating officer of the Corporation and shall be a parent or guardian of a child currently or formerly enrolled in the Center. The Chairperson shall:
- a. Coordinate the business, policies, and programs of the Corporation.
 - b. In cooperation with the Executive Director, prepare the agenda for, and preside at any Special Meeting of the Corporation, the Annual Meeting of the Corporation and all meetings of the Board of Trustees.
 - c. Be an ex-officio member of all committees with voting privileges in the case of a tie vote.
 - d. Ensure that all books, reports, and certificates as required by law are properly kept or filed.
- V.5 **Vice Chairperson.** The Vice-Chairperson shall, in the absence of, or in case of incapacity of the Chairperson, preside at all meetings that the Chairperson, by right of office, would normally have presided. The Vice-Chairperson shall assist the

Chairperson in the performance of his/her duties.

- V.6 **Secretary.** The Secretary shall keep the minutes of all meetings of the Corporation and of the Board of Trustees and shall keep all appropriate records of the Corporation in appropriate books. He/She shall issue notices to all members of the Corporation as required by law or the Bylaw of the Corporation, and as directed by the Board of Trustees. The Secretary will also sign official documents on behalf of the Corporation, which require the signature of a Secretary or Clerk (as defined in G.L.C. 180).
- V.7 **Treasurer.** The Treasurer is the chief financial officer of the Corporation whose responsibility it is to ensure that:
- a. The annual budget prepared by the Executive Director and Treasurer is reviewed and approved by the Board of Trustees.
 - b. Financial statements are prepared for presentation at least quarterly to the Board of Trustees and annually to the members of the Corporation at the Annual Meeting.
 - c. The Treasurer will sign official documents on behalf of the Corporation, which require the signature of the chief financial officer (as defined in G.L.C. 180).

ARTICLE VI Meetings of the Board of Trustees

- VI.1 **Regular Meetings.** Regular meetings of the Board of Trustees shall occur at least three (3) times per year by standing order without written notice in addition to the business meeting following the Annual Meeting.
- VI.2 **Annual Business Meeting.** Without written notice, an annual business meeting of the Board of Trustees shall be held immediately following the Annual Meeting of the Corporation at the location where the Annual Meeting is held.
- VI.3 **Special Meetings of the Board of Trustees.** Special Meetings of the Board of Trustees may be called by the Chairperson, the Vice-Chairperson, or the Secretary, or at least three (3) Trustees.
- VI.4 **Notice of Special Meetings of the Board of Trustees.** Notice of a Special Meeting of the Board of Trustees shall be issued to each Trustee, specifying date, time, place and purpose at least one (1) week before the meeting. The Board may waive the requirement for advance written notice of a Special Meeting of the Board of Trustees. All members of the Board of Trustees must be notified in person, by telephone, or by other means, of the time, place, and purpose of such meeting. Unanimous agreement by Trustees that a Special Meeting of the Board of Trustees is necessary constitutes a waiver of the requirement for advance written notice of the meeting. A quorum must be present in order to hold a Special Meeting of the Board of Trustees.

- VI.5 **Meeting Attendance.** All meetings of the Board of Trustees are open to all Members of the Corporation. A portion of any meeting may be designated as an executive session, which is open only to members of the Board of Trustees.
- VI.6 **Quorum.** A quorum at any meeting of the Board of Trustees must include at least half the members of the Board of Trustees. A vote of the majority of those Trustees present at a meeting at which a quorum exists shall be sufficient to act on all matters.
- VI.7 **Voting.** Each Trustee, including the Executive Director, has one vote at any meeting of the Board of Trustees. Any vote to be taken by the Board of Trustees may be taken without a meeting if one hundred percent (100%) of all Trustees entitled to vote on the matter consent to the action in writing, or record their vote on the matter, and the vote is filed with the records of the meetings of the Board of Trustees. Such consent shall be treated for all purposes as a vote of a meeting.

ARTICLE VII Committees

- VII.1. **Nominating Committee.** There shall be a Nominating Committee, which shall select and present a slate of nominations at the Annual Meeting of the Corporation to elect the members of the Board of Trustees. The Committee shall consist of at least four (4) members as follows:
- a. Chairperson of the Board of Trustees
 - b. Two (2) acting members of the Board of Trustees, one (1) of whom must be staff

Provided, however, that the failure of the Nominating Committee to consist of such members shall not affect the validity of any action taken by the Nominating Committee pursuant to this Section VII.1 and shall not affect the validity of any election of trustees as provided for in Section II.6.

- VII.2. **Standing Committees.** The Chairperson of Board of Trustees in consultation with the Executive Director will appoint members of the Board of Trustees and other members of the Corporation to the following standing committees:
- a. **The Executive Committee.** This committee shall be composed of the Executive Director, Chairperson, Vice Chairperson, Secretary and Treasurer of the Corporation. The Board of Trustees may delegate to the Executive Committee such of the Board of Trustees' powers and responsibilities and on such basis and with such conditions as it shall deem appropriate. Action by the Executive Committee pursuant to the powers and responsibilities so delegated shall be in behalf of and in the name of the Board of Trustees and shall be deemed taken by the Board of Trustees, but (a) no powers or responsibilities may be so delegated to the extent barred by law, the Articles of Organization or the By-laws and (b) the Board or Trustees may at any time change or diminish or curtail or terminate its delegation of such powers and

responsibilities or disestablish the Executive Committee entirely effective upon notice of same in writing to each member of the Executive Committee.

- b. **The Finance Committee.** This committee develops and oversees ITC's long-range financial plan and advises the Executive Committee and Board of Trustees regarding all financial matters including financial projection, investment strategy and capital projects. The Committee also conducts strategic planning regarding personnel policies, conducts an annual review of salary and benefits policies, and recommends periodic adjustments to salaries and benefits and oversees policies relating to the ongoing financial, operational, and maintenance of our physical plant. The membership of this committee shall consist of at least two (2) members of the Board of Trustees including, the Treasurer, the Executive Director and the Business Manager.
- c. **The Fundraising Committee.** This committee oversees ITC's fundraisers and grants (both internal and external) and ensures execution and documentation of these activities. This committee also oversees staff appreciation events throughout the year. The membership of this committee shall consist of at least two (2) members of the Board of Trustees.
- d. **Ad Hoc Committees.** The Board of Trustees may appoint other committees deemed necessary to carry on the business of the Board of Trustees. Membership of each committee will be determined according to the task charged to the committee and may or may not include non-board members of the Corporation and non-members of the Corporation. If an ad hoc committee has members that are not members of the Corporation, then the majority of the committee members must be members of the Corporation. The duration of a committee will be determined by the task charged to the committee but is not to exceed one year.

ARTICLE VIII

The Executive Director

VIII.1. **The Selection of the Executive Director.** The Board of Trustees shall name a Search Committee for the selection of an Executive Director, consisting at a minimum of the following representatives:

- a. Chairperson and/or Vice Chairperson of the Board of Trustees
- b. One (1) staff member, selected by majority vote of the staff
- c. One (1) member of the Board of Trustees, appointed by the Chairperson
- d. One (1) parent at-large, selected by the Board of Trustees
- e. At the Board of Trustees' discretion, one (1) member of the Admin team

The Executive Director or Acting Director will, if the Board of Trustees requests, advise the Search Committee regarding the qualifications, experience, responsibilities and salary range for a new Executive Director.

The vacancy will, if deemed appropriate by the Board of Trustees, be announced through advertising, professional placement agencies and other appropriate means. The Search Committee will conduct initial screening interviews. At least two (2) but no more than five (5) candidates who fulfill qualifications specified by the State licensing agency and who are deemed capable of fulfilling the job requirements of the Executive Director will be presented to the Board of Trustees.

The search committee and the Board of Trustees will interview each finalist candidate, and will, by open vote, elect by majority vote the person best suited to the position. In the absence of the Executive Director for a period exceeding one (1) month, the Board of Trustees shall appoint an Acting Director.

VIII.2. The Resignation of the Executive Director. The resignation of the Executive Director shall be presented in writing to the Board of Trustees. It is desirable that the resignation be effective not less than four (4) weeks from the date of notification by the Executive Director.

VIII.3. Removal of the Executive Director. The Executive Director of the Corporation may be removed with or without cause by a two-thirds (2/3) vote of all the members of the Board of Trustees. The Executive Director shall receive notice of the reasons for his or her removal at least one day prior to any meeting of the Board of Trustees convened to vote on such removal. The removal shall be effective whenever deemed in the best interest of the Corporation by a two-thirds (2/3) vote of the Board of Trustees.

VIII.4. Duties of the Executive Director of the Corporation. The Executive Director is the chief executive officer of the Corporation, whose responsibilities include, but are not limited to:

- a. Planning, implementation, evaluation, and licensing of the early childhood education program.
- b. Maintaining the Corporation's accreditation by the National Academy of Early Childhood Educators.
- c. Hiring, supervising, and terminating of staff and other employees and volunteers, as he/she deems necessary.
- d. Maintaining enrollment up to but not more than the number of early childhood education slots for which the Corporation is licensed.
- e. Preparing the annual budget for the review and approval of the Board of Trustees, and implementation of the annual budget of the Corporation.

- f. Recommending and implementing business practices.
- g. Assuring that facilities, equipment and supplies are maintained in compliance with standard regulations for licensing and for high quality of care.
- h. Communicating with the Board of Trustees, parents, staff, and the interested public.
- i. Preparing, at least quarterly, operating reports and submitting them to the Board of Trustees.
- j. Preparing the agenda of the Annual Meeting of the Corporation and meetings of the Board of Trustees, in conjunction with the Chairperson of the Board.
- k. Presenting at each Annual Meeting of the Corporation an annual report of the work of the organization.

ARTICLE IX Amendments

- IX.1. **Bylaws.** Pursuant to Section II.V, these bylaws may be amended by a vote of not less than two-third (2/3) of the Members of the Corporation present at a Special or Annual meeting of the Corporation.
- IX.2. **Notice.** Written notice of a meeting at which each amendment is to be considered, together with a copy of the proposed amendment in full shall be posted for all Members of the Corporation at least ten (10) days prior to the meeting.