

By-Laws
The Children's Workshop, Inc.
Last amended September 25, 2007

Article I
Philosophy of the School

Section 1: The Children's Workshop, Inc. was designed to provide a creative experience in learning and to develop socialization skills for three to five year old children. Its aims are to refine the natural abilities of children in this age group. To provide a sense of self-worth and confidence by providing a relaxed and pleasant atmosphere where children can work and play with their peers, to foster learning skills and the ability to follow directions. To encourage independence through self-help skills, and to develop physical coordination.

Section 2: The Children's Workshop, Inc. is a non-profit, private, cooperative preschool administered by a Board of Directors, licensed by the Rhode Island Department of Education. Parental involvement and participation is required and provides an opportunity to bring together parent and child in a learning environment. As a cooperative, every parent serves as an aide in the classroom and assists with group activities, such as field trips. The program is designed to help parents understand the child's developing independence and need to interact with other children.

Section 3: The program at The Children's Workshop, Inc. is designed to meet the following goals:

1. To promote play as a child's natural way of learning.
2. To help the child interact appropriately with his/her environment through physical maneuvers and contact.
3. To provide the child opportunities and experiences, which aid in the development of cognitive growth.
4. To help the child develop appropriate ways of responding to his/her world and others, both internally and externally.
5. To help the child develop a positive concept of self.
6. To promote a positive parent-child experience in the preschool years.
7. To provide the child with a positive preschool experience.

Section 4: The Children's Workshop, Inc. shall be 2 ½ hours long and conducted by a teacher certified in early childhood learning.

Section 5: All children enrolled in the three year old program shall be 3 years of age by September 1st of the school year. All children enrolled in the four year old program shall be 4 years of age by September 1st of the school year. Additionally, all children must be toilet trained by the start of the school year.

Article II
Membership

Section 1: Membership shall be held subject to these by-laws and such rules and regulations for the governance of the Corporation as the Board of Directors may from time to time establish. The Board of Directors shall have the authority to establish dues, tuition, initiation fees, and other conditions necessary to

obtain and retain membership in good standing. The Board of Directors shall have authority to waive any such conditions or requirements in any case.

Section 2: The members of the Corporation are the parents, stepparents, or legal guardians of the children enrolled in the program during a fiscal year.

Section 3: No person shall be denied membership on the grounds of race, religion, sex, creed, ethnic background, economic status, or social status. The Children's Workshop, Inc. complies with the American with Disabilities Act of 1990 and all other relevant Federal and State anti-discrimination statutes. The Children's Workshop, Inc. reserves the right to deny admission to any student whose admission would require modifications to our program that would fundamentally alter the nature of the program. The Children's Workshop, Inc. does not provide special education programs. Our teacher is not required to have special education certification. The Children's Workshop, Inc. reserves the right to assess children who apply to our program on a case-by-case basis with the teacher and the board involved in the assessment process.

Section 4: Any member of the Corporation may resign by withdrawing their child from school and by submitting a resignation in writing to the Treasurer with 2 weeks notice. Failure to provide such notice will result in the member's forfeiture of the one half month advance tuition payment. Any member of the Corporation may be removed from membership with just cause, by majority vote, at any meeting of the members of The Board of Directors.

Section 5: The Corporation shall keep a membership for each school year containing the names and address of all current members. The Corporation shall keep all membership books for all school years.

Section 6: The parents, stepparents, or legal guardians of the enrolled children are voting members, but together may cast only one vote. If more than one child from a family is enrolled in a fiscal year, one vote may be cast for each child. A vote may be cast in person or by written proxy.

Section 7: All members shall work their mandatory days as classroom aides ("Parent of the Day") in accordance with the schedule prepared by each class secretary. Any mother who is pregnant may choose to serve some or all of their days as Parent of the Day early or late in the year, depending on their due date. Any parent who fails to work on their scheduled Parent of the Day shall be fined an amount equal to ½ month's tuition. A parent may switch a scheduled workday with another parent in the class, provided the class secretary is notified and a notation is made on the posted Parent of the Day calendar. In the event a member is unable to function as a Parent of the Day, he/she may designate a close family member to substitute as Parent of the Day, provided such family member has submitted an Employment History affidavit, a Police Report/fingerprint form, and a Mantoux test, and notice is provided to the Board.

Section 8: All members shall be responsible for clean-up of the school both as Parent of the Day and at monthly clean-up days as scheduled by The Board of Directors. Members of the Board of Directors are exempt from monthly clean-up. Any member who fails to work on their scheduled monthly clean-up day shall be fined an amount equal to ½ month's tuition. All members, including the Board of Directors, must either clean-up the school at the beginning of the year, set-up the school at the beginning of the year or break-down the school at the end of the year.

Section 9: Any member who fails to work either two scheduled Parent of the Day sessions, two monthly clean up days, or any combination thereof, may be removed from the membership at the Board of Director's discretion, by majority vote at any meeting of the Board of Directors.

Section 10: All members shall pay tuition for the school year in the amount determined by the Board of Directors. Such tuition shall be paid in monthly installments by a date set by the Board of Directors. In the event a member fails to pay on time, the Board of Directors shall impose a late fee. One half of the installment for the month of June shall be paid in advance, by a date set by the Board of Directors.

Article III
Meetings of Members and Registration

Section 1: The members shall meet at parent meetings at least four times during the fiscal year. All parent meetings are mandatory for members; however a member may miss one meeting for good cause, provided he/she contacts one of the Co-Directors or Treasurer prior to the meeting. Failure to attend a meeting or have an unexcused absence shall result in a \$10.00 fine being assessed against the member by the Board of Directors. Any member who misses two meetings may have their child removed from the school and membership revoked at the discretion of the Board of Directors.

Section 2: Special meetings of the Corporation shall be held upon the call of the Co-Directors or the Board of Directors or upon written petition signed by two or more members of the Corporation, stating the purpose of any such meeting. Notice of the date, time, place and purpose of the regular and any special meeting of the members shall be given by the Secretary or by such office of the Corporation as may be designated by the Co-Directors at least two days prior to the date of such meeting in writing or by telephone.

Section 3: At all meetings of the Corporation the members present shall constitute a quorum for the transaction of business.

Section 4: Prior to the end of each school year, the incumbent Board shall call a new meeting to elect the Board of Directors for the next fiscal year, orient new members, and fill any vacancies remaining after pre-registration. Any child enrolled in the program for the next school year who is not represented at this meeting by a parent, stepparent, or legal guardian may lose his/her place in the class at the discretion of the Board of Directors, and any registration fee collected will be forfeited.

Section 5: Once the new Board of Directors has been established, it is the responsibility of each outgoing board member to contact his/her successor personally to pass along any and all pertinent information regarding his/her Board position for the coming year.

Section 6: Registration for each school year shall be held on a date or dates determined by the Board of Directors and published in a newspaper having local circulation.

Registration for the three year old class (es) shall be determined as follows:

1. Present members of the Corporation with children enrolled in the three year old class have priority to re-enroll in the three year old class.
2. Present members of the Corporation enrolling new children in the three year old class have second priority.
3. Board members enrolling new children in the three year old class have third priority.
4. Previous members of the Corporation enrolling a new child in the three year old class have fourth priority.
5. The general public shall have fifth priority to register children for the three year old class, on a lottery basis.

Registration for the four year old class (es) shall be determined as follows:

1. Present members of the Corporation with children enrolled in the three year old class shall have first priority.
2. Present members of the Corporation with children enrolled in a four year old class have second priority to re-enroll their returning children in a four year old class.
3. Present members of the Corporation enrolling new children in a four year old class have third priority.
4. Board members enrolling new children in a four year old class shall have fourth priority.
5. Previous members of the Corporation enrolling new children in a four year old class shall have fifth priority.

6. The general public shall have sixth priority to register children in a four year old class, on a lottery basis.

Section 7: All required school forms, including, but not limited to the Enrollment/Registration form, child's entrant questionnaire, health form, employment history, and initiation of criminal records check form, Mantoux test form and two emergency cards must be completed. All children enrolled in the program must have evidence of pre-admission health examination completed during the six (6) months preceding the date of school entry, evidence of immunizations and authorization emergency treatment on file at school before attending the program. All Parents of the Day must have a notarized affidavit of employment history and initiation of criminal record check on file prior to employment. Prior to employment, all Parents of the Day must have on file a report from a licensed physician that such person is free of tuberculosis based on a negative Mantoux skins test performed within the preceding six (6) months. Be advised that the criminal records check and the Mantoux skin test are valid for two consecutive school years, at which time the requirements must be completed and the updated paperwork must be submitted to the school.

Section 8: A registration fee determined by the Board of Directors is required by a date set by the Board of Directors to hold your child's spot in the program. This registration fee is not refundable. An insurance fee determined by the Board of Directors is required by a date set by the Board of Directors. If a child is withdrawn from the Corporation, this fee is refundable by the end of October of the school's fiscal year.

Article IV Directors

Section 1: A board of 19 directors shall manage the property and business of the Corporation. Directors must be members of the Corporation.

Section 2: The Directors for each fiscal year shall be determined on a volunteer basis at the new parent Meeting. In the event that there are unfilled Board positions, remaining positions may be filled by an open lottery. The Directors hold office, subject to these by-laws, until their respective successors are determined. A Director may be removed for just cause by majority vote of the remaining Directors or by a 2/3 vote of the members of the Corporation. In any event, the term of any Director shall end when a successor is determined unless he/she volunteers to return with the exception of the Treasurer who shall remain in office until the end of the fiscal year. The Board of Directors must be comprised of an odd number of directors.

Section 3: The Board of Directors shall have the power to appoint and remove, with just cause, officers, employees, and agents of the Corporation and to fix their compensation; to elect persons to, and remove them from membership in the Corporation; to create and appoint members to any other committees, including without limitation an executive committee and a nominating committee and delegate to them such powers and duties as the Board of Directors shall deem proper, to prescribe procedures to be followed by the members in appointing a Board of Directors; to abolish or change the membership of such other committees from time to time, to make and or execute or authorize to be made and or execute all contracts, purchases, sales, transfers, or other instruments or conveyances. To propose and adopt Rules and Regulations governing management of the Corporation, regulation of its affairs, conditions of membership and conduct of its members; such rules and regulations, however cannot be at variance with any sections of these by-laws; to manage and control all of the property, whether real or personal, and assets of the Corporation wherever located with power to sell, dispose, encumber lease or transfer same; to fill any vacancy in their own membership or in any office of the Corporation; to appoint or delegate any of the powers of the Board to any officer; approve all capital expenditures, and generally conduct all business of the Corporation and exercise all of its powers. These powers apply only to the fiscal year in which the Directors are members.

Section 4: A meeting of the Board of Directors shall be held as soon as convenient before each regular or special Parent Meeting. Meetings of the Board of Directors will be held in such a place and at such a time as the Board of Directors may vote, from time to time to determine. Special meetings of the Board of Directors may be held at any time and any place wherever and whenever called by the Director(s) or any two Directors. Notice of any such meeting shall be given by the secretary, or by such officer of the Corporation as the person calling the meeting shall name. Notice must be given to each Director in order for the meeting to convene.

Section 5: Fifty-one percent of the whole number of the Board of Directors holding office shall constitute a quorum for the transaction of all business. Each Director shall be entitled to one vote. Directors must vote in person.

Section 6: Any Director who fails to attend three meetings of the Board of Directors during the fiscal year may be subject to disciplinary action.

Section 7: Any vote, resolution, or other form of action shall be in writing and signed by all of the Directors and shall constitute corporate action without any meeting of the Board of Directors, including e-mail votes.

Article V Officers

Section 1: The officers of the Corporation shall consist of 2 Co-Directors, a Treasurer, three Field Trip Coordinators, three Secretaries, six Fundraisers, a Supply person, a Scholastic Book person, a PTRC Liaison, and a Communication Director. The Board of Directors may from time to time appoint such other officers and assign them to such duties and powers, as it may deem best. The same person may hold any two or more positions of the officers. Whatever the configuration of the board, the number of director votes must total 19.

Section 2: The Board of Directors at its first meeting after the Parent's Meeting at which it is determined, shall appoint the Officers. Each officer shall serve until a new Board is determined. Any officer of the Corporation may be removed with just cause by the Directors at any meeting of the Board of Directors, provided that notice of the proposed removal has been included in the notice of the meeting. Vacancies in any office may be filled for the unexpired term at any regular or special meeting of the Board of Directors. In case of temporary absence or disability of any offices, the Directors may appoint a substitute to perform the duties of such officer during his/her absence or disability, and such appointment shall be conclusive of the authority of such substitute.

Section 3: The several officers shall have respectively, the powers and shall perform the duties customarily required of their respective offices, subject to the control and direction of the Board of Directors, and shall have such further powers and shall perform such further duties as shall be from time to time assigned to them by the Board of Directors.

Section 4: All checks, drafts, money orders, and obligations of the Corporation for payment of money, notes, contracts, leases, and other corporate instruments may be signed by such officer or officers of the Corporation or by such other person or persons as the Board of Directors may from time to time designate. Two signatures, usually the Treasurer's and a Co-Director, shall be required on all checks, drafts, notes, loan agreements, and/or money orders.

Article VI Reimbursement

Section 1: The Corporation will indemnify and reimburse any person who at any time serves or shall have served as Co-Director, Officer, or Employee of this Corporation, whether or not in office at the time, against and for all claims and liabilities to which he may be or become subject by reason of such services and against and for any and all expenses necessarily incurred in connection with the defense of reasonable settlement of any legal or administrative proceedings to which he is made party by reason of such service, except in relation to matters as to which he shall be finally adjudged to be liable for negligence or misconduct in the performance of his official duties.

Section 2: All effort should be made to submit receipts for reimbursement to the Treasurer in the same fiscal quarter that the expense was incurred.

Article VII Amendment of By-Laws

Section 1: These By-Laws may be amended by a vote of a MAJORITY of the members present and in person or by proxy at any regular or special meeting called for said purpose or by vote of a majority of Directors present at any meeting of the Board of Directors called for said purpose, provided, however, that in all such cases the substance of any such amendment or repeal shall have been stated in the notice of any such meeting, and provided further that any amendment by the Board of Directors may be changed by the members by the vote set forth above.

Article VIII Non-Profit Status

Section 1: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 c (3) of the Internal Revenue Code 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2: No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to, its members, trustees, officers, to other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set for the above. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3: Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 c (3) of the Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170 c (2) of the Internal Revenue code of 1954 (or corresponding provision of any future United States Revenue Law).

Section 4: Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation in such manner to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 c (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future US Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of, shall be disposed of by the Course of Common Please

of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IX Teacher

Section 1: The teacher's contract for a fiscal year shall be given to him/her by June 15th and returned to the Board of Directors by July 15th. The contract shall be prepared by the Board of Directors for the respective fiscal year, with consideration given to the recommendation of the Board of Directors for the prior year and the evaluations of the members.

Article X Board of Directors Responsibilities

Section 1: Co-Directors

1. Chair all Board and Parent meetings.
2. Supervise and delegate all responsibilities to all other Board members.
3. Handle disbursements and suggested amendments of By-Laws.
4. Schedule and confirm all meetings, school function dates and class times with the necessary town officials.
5. Make monthly clean-up calendars and compile duty list for clean-up responsibilities.
6. Supply town with all necessary documents.
7. Handle all certification matters with the State, RI Department of Education, Fire Department, and Health Department.
8. Handle all fire and liability insurance and inspection matters.

Section 2: Field Trip Coordinators (one each class)

1. Plan all field trips, arrange dates, distribute and tally permission slips.
2. Compile sibling list (when needed) for field trips and other school functions to make appropriate accommodations.
3. Write thank you notes (and or send gifts/flowers when applicable).
4. Plan in-school functions (i.e., class parties, demonstrations, etc.)
5. Assume Co-Director responsibilities if Co-Directors are unavailable.
6. Plan out-of-school group activities

Section 3: Secretaries (one each class)

1. Make up student folders for the beginning of the school year and collect all paperwork and forms turned in from parents. Make sure all of the required paperwork or forms are submitted for each child.
2. Make monthly Parent of the day calendar.
3. Record any changes on Parent of the Day calendar.
4. Record minutes for all Parent and Board meetings regarding votes, resolutions or any other form of action.
5. Handle any general correspondence to parents.

6. Write notes of congratulations or get well, buy flowers/gifts as deemed appropriate by the Board of Directors.

Section 4: Supply Officer

1. Keep inventory of all supplies and purchases and/or acquire all materials on a timely basis for classroom activities and all special school functions.
2. Immediately communicate with Treasurer on all money spent and submit receipts on a monthly basis to the Treasurer.
3. Maintain a separate supply log of all purchases.
4. Check with Teacher on a regular basis to see what supplies are needed for upcoming projects.

Section 5: Treasurer

1. Responsible for the handling of all monies received and disbursed.
2. Compile and distribute financial statements and projected monthly budget proposals at all Board and Parent meetings.
3. Responsible for compiling and filing State and Federal tax forms.
4. Maintain a cash journal.
5. Collect all fees: late tuition fees missed parent meetings or yearly clean up, etc.
6. Record attendance at all meetings and report to Co-Directors.
7. Pick up mail on a regular basis and distribute it in a timely manner.

Section 6: Fundraisers (two each class)

1. Handle organization of all fundraisers.
2. Handle set-up and clean-up of all Board and Parent meetings.

Section 7: Scholastic Book Person

1. Handle all Scholastic Book transactions: forms, money, ordering, and disbursements.

Section 8: PTRC Liaison

1. Go to the LINKS- Parent/Teacher Resource Center for any projects the teacher requests (i.e., making posters, laminating, etc.).
2. Keep track of materials used at the center, following the center's procedures, for proper payment to be made.

Section 9: Communication Director

1. Collect all articles and pictures for scrapbook about the school.
2. Send photos to local papers (e.g., The North Kingstown Villager) for local exposure.
3. Create press releases and contact local papers for publicity (i.e., articles on school, special school events, etc.).
4. Create press releases and place ads in newspapers for registration and Silent Auction as well as any other time deemed necessary.
5. Maintain school's website.
6. Maintain Connect newsletter and distribute newsletter to all parents in advance of each Parent meeting.

Addition to the by-laws on August 14, 2007

Families with more than one child in the school will be scheduled to perform parent-of-the-day duties, monthly cleanups, and clean-up/set-up/pack-up duties per child.

Addition to the by-laws on September 25, 2007

To correct the inconsistency in the wording of by-laws regarding how many votes board members holding more than one board position could have, the board voted to change the by –laws to the following: there must be a minimum of 17 and maximum of 19 board members and someone holding two positions will have two votes.