

**BYLAWS**  
**OF THE**  
**KEARSARGE AREA PRESCHOOL, INC**

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**Kearsarge Area Preschool, Inc.**  
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# KEARSARGE AREA PRESCHOOL, INC. BYLAWS

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**PREAMBLE**

Bradford-Newbury Kindergarten and Preschool (BKNP) was established in 1968 to provide children of Bradford and Newbury New Hampshire, with an affordable, high quality, developmentally appropriate early childhood program. In 1993, the organization incorporated with the State of New Hampshire. In 2001, the school changed their name to Kearsarge Area Preschool opening their doors to all children throughout the entire Kearsarge Area. The organization is comprised of concerned parents and community members who take an active role in running the organization by holding office, raising funds and sharing their skills in the classroom. Kearsarge Area Preschool’s hired teachers are responsible for providing developmentally appropriate materials and curriculum to support and stimulate children’s social, emotional, physical, and cognitive growth. Parents and teachers collaborate to create a safe, warm, and nurturing environment where children can have a positive early school experience.

**ARTICLE 1  
NAME, LOCATION OF KAP AND FISCAL YEAR**

Section 1.1. NAME

The name of the organization shall be the Kearsarge Area Preschool (hereafter called KAP).

Section 1.2. PRINCIPAL OFFICE

The principal office of the corporation shall be located in the Town of Bradford, County of Merrimack, State of New Hampshire.

Section 1.3. CHANGE OF ADDRESS

The designation of the county or state of KAP’s principal office may be changed by amendment of these Bylaws. The Board of Directors, hereafter called the Board, may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address will not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated \_\_\_\_\_  
\_\_\_\_\_ Dated \_\_\_\_\_  
\_\_\_\_\_ Dated \_\_\_\_\_

Section 1.4. FISCAL YEAR

The fiscal year of KAP will be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.

**ARTICLE 2  
NONPROFIT PURPOSES**

Section 2.1. INTERNAL REVENUE CODE SECTION 501(C) (3) PURPOSES

KAP is organized exclusively for one or more of the purposes with the Internal Revenue Service; hereafter called 501(c) (3). (Approved March 2005.)

Section 2.2. SPECIFIC OBJECTIVES AND PURPOSES/ARTICLES OF INCORPORATION

The specific objectives and purposes of KAP are as stated in the PREAMBLE and those filed with the New Hampshire Secretary of State, dated and signed 2002.

**ARTICLE 3  
PARTICIPATING MEMBERS**

Section 3.1 PARTICIPATING MEMBERS

Parents/Guardians are automatically accepted into membership upon enrollment of their child into the KAP program and upon fulfillment of financial obligations to the KAP (hereafter referred to as a Participating Member). Members shall have one vote per family. Eligibility for preschool enrollment is

determined on an annual basis by the KAP Board of Directors. Past Participating Members (without currently enrolled students) may retain voting rights for up to five (5) consecutive years by paying \$10.00 per year (to cover postage and copies).

**Section 3.2. TERM OF ENROLLMENT/MEMBERSHIP**

Students are enrolled on an annual basis and must go through appropriate registration procedures. Participating Members retain their rights as long as they have students enrolled in the program and meet the prescribed financial obligations. Term begins when initial registration is paid and continues as long as student is enrolled in KAP.

**Section 3.3. LOSS OF ENROLLMENT/MEMBERSHIP**

The KAP, at the discretion of the board and the teaching staff, reserves the right to dismiss at any time any child whose actions jeopardize the well being of the class. The Board of Directors has the right to dismiss students according to prescribed procedure. Participating Members in financial arrears may have voting rights suspended by a two-thirds majority vote of the Board. Failure to participate in prescribed duties may result in loss of enrollment. Voting rights are lost immediately upon dismissal or removal from the KAP.

**Section 3.4. RIGHTS**

Participating Members shall have the right to inspect any or all documents of the organization. Participating Members have the right to remove or elect Directors to the Board according to the Bylaws.

**Section 3.5. REQUIREMENTS**

Participating Members are expected to share all responsibilities and to attend all required official meetings prescribed by the Board of Directors.

As a condition of enrollment, Participating Members are required (and encouraged) to participate in all official meetings of the organization and additional meetings and activities as directed in the Parent Manual.

Participating Members must participate in all fundraising activities and attend all scheduled parent meetings. If a member chooses not to attend a scheduled parent meeting they shall be required to pay a fee for that meeting. If a member chooses not to participate in a scheduled fundraising event, the member shall be required to pay a fee for that fundraiser. If members wish to be excused from any scheduled event without being charged a fee, they should contact a board member, by telephone, prior to such event. All fees are set by the Board and must appear in the Parent Manual. Excusing a member from a scheduled event shall be at the discretion of the board.

**ARTICLE 4  
BOARD OF DIRECTORS**

**Section 4.1. BOARD OF DIRECTORS**

A Board of Directors elected by the Participating Members will manage the affairs of the organization. The Board of Directors will consist of no less than five and no more than ten individuals.

**Section 4.2. UNIT OF DIRECTORSHIP/POWERS**

The Board of Directors will consist of persons with the interest and possible experience in early education whose philosophies of education are generally in agreement with the By-laws and policies of KAP. At least one Board member should have experience in business administration.

The Board will govern the business affairs of KAP, control its revenue and property, and take such action as endowed by the Participating Members dictated in these Bylaws. Subject to NH law and KAP's Articles of Incorporation and Bylaws, the activities and affairs of KAP will be conducted and all corporate powers will be exercised by or under the direction of the Board.

#### Section 4.3. ELECTION OF DIRECTORS

Participating Members elect the Board of Directors at the last parent meeting of the school year. Nominations to the Board must be made by Participating Members.

#### Section 4.4. TERM OF SERVICE

Individuals serving on the Board of Directors must be elected yearly by the Participating Members. There is no limit to consecutive terms. Directors will serve for one year, and will remain in office until their successor's election or their re-election. Term of service for all Directors shall begin and end at the annual Board orientation meeting following the election by Participating Members. Outgoing and Incoming Directors shall attend Board Orientation meeting.

#### Section 4.5. DUTIES

The Board will:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these Bylaws, and by the Board.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of KAP. Any of these decisions require a two-thirds majority approval of the Board and must follow expense procedures outlined in Section 7.8.
- (c) Employ all KAP teachers by a two-thirds majority approval of the Board, pending the interview process.
- (d) Approve the salary for the teacher and assistant teacher appointed by the Board.
- (e) Supervise all officers, agents, and employees of KAP to assure that their duties are performed properly.
- (f) Meet, as these Bylaws require.
- (g) Elect Officers from within the Board of Directors.
- (h) Present a proposed budget to the membership at the Annual Spring Meeting.

#### Section 4.6. COMPENSATION

Directors serve as volunteers and shall not receive any compensation for their service.

#### Section 4.7. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

#### Section 4.8. VACANCIES

(a) Resignation. Any Director may resign effective upon giving a written notice to the President of the Board, the Vice President, or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation.

(b) Removal of Directors. Directors may be removed from the Board, with or without cause, by a two-thirds non-confidence vote of the Participating Members.

(c) Vacancies. Vacancies on the Board may be filled by approval of a two-thirds majority of the Participating Members. Vacant Officer positions may be filled by approval of a two-thirds majority of the remaining Board. Vacancies filled in this manner will serve for the remainder of the term.

#### Section 4.9. NON-LIABILITY OF DIRECTORS

The Directors will not be personally liable for the debts, liabilities, or other obligations of KAP.

#### Section 4.10. INDEMNIFICATION BY CORPORATION OF BOARD MEMBERS

KAP shall indemnify and hold harmless each Board Member who is made a party to any legal proceeding because he/she was or is a Board member of the KAP, provided that such member acted in good faith and reasonably believed that his/her conduct was in the best interest of KAP. This indemnification shall extend to all settlements approved by the Board, all judgments or verdicts and all expenses of defense, including reasonable attorney's fees.

Section 4.11. CONFLICT OF INTEREST

At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the affected party of the Board shall make known the potential conflict, whether disclosed by his/her written statement or not, and after answering any questions that might be asked to the affected party of the board, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the affected Board member nor any other Board member with an interest with the Corporation shall vote on it.

**ARTICLE 5**  
**OFFICERS OF THE CORPORATION**

Section 5.1. DESIGNATION OF OFFICERS

Officer positions include the President, Vice President, Fundraising Chair, Marketing Chair, Secretary, Treasurer and Governance Board representative. A Director may hold more than one office at a time, but will hold one vote for each voting matter.

Section 5.2. ELECTION OF OFFICERS

Directors will elect the Officers at the Board Orientation Meeting.

Section 5.3. TERM OF SERVICE

Officers are elected yearly by the Board of Directors. There is a three-year consecutive term limit per office.

Section 5.4. DUTIES OF PRESIDENT

The President shall be the chief executive officer of Kearsarge Area Preschool and shall supervise the business and affairs of the corporation. The President will perform all duties incident to his/her office, prepare an agenda and preside at all meetings. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President will, in the name of Kearsarge Area Preschool, execute such deeds, leases, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board. Additional duties and responsibilities are outlined in the KAP Board Handbook.

Section 5.5. DUTIES OF VICE PRESIDENT

The Vice President shall have such powers and perform such duties as may be delegated to him/her by the Board of Directors. The Vice President will perform as Assistant Treasurer, Enrollment Facilitator and Volunteer Tracker. In the absence of the President the Vice-President will perform the duties and exercise the powers of the President. The Vice President is encouraged to learn the President's responsibilities and run for that office when the Presidents term has ended. Additional duties and responsibilities are outlined in the KAP Board Handbook.

Section 5.6. DUTIES OF SECRETARY

The Secretary will submit all meeting minutes of the board's, members, or special meetings. They will keep at the principle office of Kearsarge Area Preschool or residence of their office, minutes, registrar of members, corporate documents, and a copy of these bylaws. The Secretary may have such other duties and powers as designated by the Board of Directors. If the Secretary is absent for any meeting a temporary secretary shall be designated to fulfill the responsibilities. Additional duties and responsibilities are outlined in the KAP Board Handbook.

Section 5.7. DUTIES OF TREASURER

The Treasurer shall be the chief financial officer of the corporation, and shall have such other duties and powers as designated by the Board of Directors. They shall, with the President have the power to sign all deeds, leases, bonds, contracts, checks, or other documents that may be authorized by the KAP Board. On behalf of the Corporation, the Treasurer shall collect, endorse and deposit all funds of the Corporation in the bank. The Treasurer will make payments to all financial obligations when due, including but not limited to payroll, equipment and supply purchases and other expenditures authorized in the approved budget. They shall keep accurate books of account of all corporate transactions and present them

at the meetings of the board or its members, and presenting them for audit at the end of the fiscal year. Additional duties and responsibilities are outlined in the KAP Board Handbook.

**Section 5.8. DUTIES OF GOVERNANCE BOARD REPRESENTATIVE**

The Community Center Governance Board Representative is the person responsible for representing the corporation interests as they relate to the operation of the Bradford Area Community Center. His/her duties will include: attending scheduled Bradford Area Community Center Governance Board meetings; providing reports to the Board members or the membership as requested; and representing the interests of the corporation. Additional duties and responsibilities are outlined in the KAP Board Handbook.

**ARTICLE 6  
COMMITTEES**

**Section 6.1. STANDING COMMITTEE**

KAP will have a Standing Committee constituted to perform a continuing function, and remain in existence permanently or for the life of Kearsarge Area Preschool. The established committee is as follows:

- a) Fundraising Committee, who will assist with the yearly fundraisers.

**Section 6.2. AD HOC COMMITTEES**

The Board may also designate such other committees, as they deem necessary for the efficient conduct of the business of KAP, which may consist of either Board members or such other persons that are designated in the resolution authorizing the creation of that committee. Such committees may be discontinued when no longer necessary. Each such committee will present a written summary upon completion of their business.

**Section 6.3. APPOINTMENT OF COMMITTEES**

Committee Chairs are appointed by two-thirds majority vote by the Board, and active upon appointment. A committee chair will be a voting Board member and is responsible for appointing all additional committee members as needed. Additional committee members may not necessarily be Board members.

**Section 6.4. MEETINGS AND ACTIONS OF COMMITTEES**

Meetings and actions of committees will be governed by, held, and taken in accordance with the provisions of these Bylaws and the educational philosophy of Kearsarge Area Preschool.

The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules regulations are not inconsistent with the provisions of these Bylaws.

**Section 6.5. VACANCIES**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**ARTICLE 7  
CORPORATE BUSINESS**

**Section 7.1. CONDUCT OF MEETINGS**

All official meetings will be open to Participating Members unless specifically approved by a two-thirds vote of Directors present. Meetings of the Board will be presided over by the President, or, in his or her absence, the Vice President, or in his or her absence, the Treasurer. In the absence of each of these persons, a Chair will be chosen by a majority of the Directors present at the meeting. The Secretary will act as secretary of all meetings of the Board, provided that, in the Secretary's absence, the presiding officer will appoint another person to act as secretary of the meeting.

Each meeting will be governed by an agenda set by the President or Committee Chair. Any motions or major resolutions will be conducted according to a modified form of Robert's Rules of Order Revised.

Section 7.2. PLACE OF MEETINGS

All meetings will be held at KAP unless the Board designates another place with appropriate public notification of any deviation.

Section 7.3. NOTICE OF MEETINGS

Appropriate notification of time and whereabouts must be given according to a modified form of Robert's Rules of Order Revised. Additionally, unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions will govern the giving of notice for meetings.

- (a) Regular Meetings. No notice need be given of any regular meetings of the Board beyond the monthly schedule determined by two-thirds majority approval of the Board during the first regular meeting of the year.
- (b) Special Meetings. The person(s) calling the special meeting will provide prior notice to each Board member for each special meeting. Such notice may be made via telephone, letter or electronic transmission.

Section 7.4. ATTENDANCE OF MEETINGS

- (a) Board. Board members are expected to attend all monthly meetings and are required to provide updated reports. If any Board member is unable to attend the expected monthly meetings appropriate notice to the President will be documented.
- (b) Participating Members are required to participate in all Member meetings and special meetings if requested by the board. If unable to attend, he or she must contact any Board member for dismissal. Failure to attend may result in fines imposed as dictated by the Board of Directors.

Section 7.5. OFFICIAL MEETINGS

- (a) Board Meetings. Board meetings will be held monthly during the school year, unless otherwise directed by two-thirds majority approval of the Board. The President will set the agenda for the monthly meetings. The board will also meet quarterly with the staff and parents of KAP for a parent meeting.
- (b) Member Meetings. Regular meetings will be held during the school year, for the Board and Participating Members to conduct business unless otherwise directed by the Board. The President will set the agenda for these meetings.
- (c) Board Orientation. A Board Orientation meeting consisting of the outgoing and incoming Directors will be held annually following the election of the Board. This meeting will include Election of Board Officers, reviewing the Bylaws, administrative structure of KAP and long-range planning.
- (d) Fall Meeting. A Fall Orientation meeting will be held annually (August) for the Board and Participating Members, for the purpose of providing information about the program to the parents, formation of committees, and for the transaction of such other business as may come before the meeting.
- (e) Spring Meeting. A Spring Orientation meeting will be held annually (May) for the Board and Participating Members, for registration purposes and election of new Directors to serve on the Board.

Section 7.6. SPECIAL MEETINGS

Special Meetings of the Board may be called by or at the request of the President, teaching staff, any two Directors or by written petition of one-third of the Participating Members. The person or persons authorized to call special meetings of the board may fix the time, date and place for holding any special meeting of the board.

Section 7.7. QUORUM FOR MEETINGS

A quorum will consist of a majority of the Board of Directors for Board Meetings as well as Participating Members for Regular Meetings.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business will be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the President will entertain at such meeting is a motion to adjourn.

Section 7.8. MAJOR EXPENDITURES.

All major purchases not outlined in the Budget are subject to prior two-thirds majority approval of the Participating Members at a regular or special meeting. A major purchase is any expense that exceeds one percent of the total KAP budget. Both the President and Treasurer must approve any other purchases not covered by out-of-pocket expenses.

Section 7.9. VOTING BY MAIL.

Where directors are elected by the membership, such election may be conducted by mail in such manner as the Board of Directors proscribes.

**ARTICLE 8**  
**BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its membership and Board of Directors. It shall also keep at its principal office, a record giving the names and addresses of the members entitled to vote. Any member, or his agent or attorney may inspect all books and records for any proper purpose at any reasonable time.

**ARTICLE 9**  
**TEACHING STAFF**

Section 9.1. HIRING

Any new teaching staff will be appointed and voted on by the Board of Directors.

Section 9.2. SALARIES

Wages of the teaching staff will be recommended by the board and voted upon by the membership at the meeting prior to the Annual Spring Meeting.

Section 9.3. CONTRACTS

Each member of the staff will sign contracts annually.

Section 9.4. CURRICULUM

The teaching staff is responsible for developing a curriculum, which is compatible with the philosophy of the school.

**ARTICLE 10**

**INTERNAL REVENUE CODE (the "Code") 501(c) (3)- TAX EXEMPTION PROVISIONS**

Section 10.1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of Kearsarge Area Preschool will be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the "Code," and KAP will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, Kearsarge Area Preschool will not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the "Code," or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the "Code."

Section 10.2. PROHIBITION AGAINST PRIVATE INVESTMENT

No part of the net earnings of Kearsarge Area Preschool will accrued to the benefit of, or be distributed to, its Board members, directors or trustees, officers, or other private persons, except that Kearsarge Area Preschool will be authorized and empowered to pay reasonable compensation for services rendered.

Section 10.3. DISSOLUTION

Upon dissolution of the corporation, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRS 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or state or local government, for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New Hampshire.

**ARTICLE 11  
INSURANCE**

The corporation will purchase liability insurance covering the children, teaching staff and volunteers during school activities. The cost of the liability insurance shall be shared equally between all members with children enrolled in the program.

**ARTICLE 12  
AMENDMENTS OF BYLAWS**

In order to approve any alteration, amendment or repeal of these bylaws, two thirds of the membership or a quorum must be present at any regular or special meeting. Members shall receive any proposed alterations, amendments or repeals of the bylaws at least two weeks prior to any meeting at which such changes will be voted on.

Adopted by Membership on: \_\_\_\_\_, 2004