

**BYLAWS
of**

Parents Place, Inc.

ARTICLE I
NAME, SEAL, AND OFFICES

- 1.1 **Name.** The name of this corporation is Parents Place, Inc. The corporation is referred to in these bylaws as the “Organization.”
- 1.2 **Offices.** The principal office of the Organization shall be 464 Virginia Avenue Morgantown, WV 26507 or at such other place as the Board of Directors may determine from time to time.

ARTICLE II
MEMBERS

- 2.1 **Members.** All parents who have a child enrolled in this Organization are deemed a “Member”.
- 2.2 **Member Activities.** Every Member must pay tuition for their child’s enrollment, participate in fundraising, and participate in snack duties. Members must solicit two (2) businesses and must collect one (1) donation for the silent auction fundraising event. Members must assist with at least two (2) of the Organization’s charity events other than the silent auction. Members must help with the beginning of the school year set-up, open house, or end of the year cleaning.
- 2.3 **Member Voting.** Members shall not have voting power. The Board of Directors shall have management and voting power. Members may make suggestions that the Board of Directors may take into consideration.

ARTICLE III
PURPOSES OF THE ORGANIZATION

- 3.1 **Purpose.** The Organization is organized and shall be operated exclusively and solely for charitable and educational purposes as set forth in the Articles of Incorporation and as may be amended from time to time.

ARTICLE IV
BOARD OF DIRECTORS

- 4.1 **General Powers.** The affairs of the Organization shall be managed by a Board of Directors.

- 4.2 **Original Board.** The Original Board of the Organization shall consist of the persons named in the Articles of Incorporation, who shall serve until the first annual election of Directors, or until other action by the Original Board.
- 4.3 **Number.** The composition of the Board of Directors shall be comprised of eighteen (18) members or such other number as shall be unanimously determined by a quorum of the Board of Directors.
- 4.4 **Election and Qualification.** The Board of Directors shall be elected at the first annual meeting of the Original Board unless the Original Board takes other action as provided in Section 4.2 above, and at every annual meeting of the Board of Directors thereafter. Directors shall hold office until the next succeeding annual meeting of the Board of Directors and until their successors are elected and qualified pursuant to Article 5 § 5.2. All Directors must have a genuine interest in the purposes of the Organization.
- 4.5 **Term of Directorship.** Following the annual election of the Board of Directors, as set forth in the Bylaws at Section 4.4, each Director so elected shall serve for a term of one year.
- 4.6 **Resignation.** Any Director may resign at any time by written notice of such resignation to the Board of Directors.
- 4.7 **Removal.** Any member of the Board of Directors may be removed by the Board of Directors, with or without cause. Removal shall require the vote of two-thirds of the members on the Board of Directors not including the member whose removal is at issue.
- 4.8 **Vacancies.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of a majority thereof. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual election of Directors, and until the election and qualification of his successor.
- 4.9 **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held during March of each calendar year, at such time and place as shall be designated by the Chairman in the notice of the meeting, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Additional regular meetings of the Board of Directors shall be held in May, July, and September of each calendar year. The Board of Directors may provide for the holding of additional regular meetings by resolution. All regular meetings of the Board of Directors shall be public. Executive Board meetings are held monthly or bimonthly during each calendar year. An executive session may be held upon vote of a majority of the Board members present.
- 4.10 **Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman, and must be called by the Chairman upon the written request of any three Directors then in office.

- 4.11 **Notice of Meetings; Agenda.** Notice of all meetings of the Board of Directors shall be given in writing or by telephone, facsimile or other positive means at least forty-eight (48) hours in advance of the meeting, except in the case of a telephone conference call for which only twelve (12) hours notice need be given, but such notice may be waived by any Director. Attendance or participation by a Director in any meeting shall of itself constitute a waiver of notice. Any business may be transacted at any meeting of the Directors. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted. Notice of any meeting need not specify the purpose of or the business to be transacted at such meeting, but the Co-Chairman or his or her designee shall prepare an agenda for each meeting which, along with related materials, to the extent feasible, shall be provided to all Directors in advance of the meeting.
- 4.12 **Quorum.** At all meetings of the Board of Directors, a majority of the then elected and serving Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws.
- 4.13 **Co-Chairman and Secretary.** At all Board meetings, the Church Co-Chairman or, in his absence, the Teacher Co-Chairman, or in the absence of both, the Treasurer, shall preside as Chairman thereof, and the Secretary, or in his absence, any person designated by the Chairman of the meeting, shall serve as secretary.
- 4.14 **Compensation.** Directors may be paid such salary, tuition discounts, or compensation for services as Directors as the Board of Directors may, by resolution duly adopted, determine from time to time. Directors may, by resolution duly adopted, be paid their expenses of attendance at any regular or special meeting of the Board of Directors.
- 4.15 **Duty of Loyalty/Conflicts of Interest.** No director, officer, employee or agent of the organization shall participate in the selection, award, or administration of a contract or engage in other business activity if a real or apparent conflict of interest is involved. A conflict arises when a member, employee, officer, agent or immediate family member has a financial or other interest in a party or company with whom the organization may enter or has entered an award, contract or other business activity. This bylaw provision shall be construed as consistent with the duty of loyalty and avoidance of conflicts required by federal, state or other laws and the Bylaws provision set forth in Article Four § 4.18 requiring the organization's activities to be consistent with the organization's charitable tax-exempt status.

All board members, officers, employees and agents of the organization must disclose and refrain from approving and/or acting in any contracting or business matters which pose potential conflicts. Failure to comply with disclosure requirements may result in dismissal from the organization's activities. The organization's management and/or legal representative shall review all conflict disclosure statements and report any items of

concern to the Chairman. If, in the opinion of the Chairman, there exists a conflict of interest, that director, officer, employee or agent must abstain from any vote or action related to the subject of conflict. At each meeting of the Board of Directors, an open agenda item is to request members of the Board to disclose any conflicts not previously reported.

- 4.16 **Record of the Board.** The Board of Directors shall cause to be kept a record of its proceedings, which shall be verified by the signatures of the persons acting as Chairman and Secretary of the meeting. Any member of the Board of Directors, at his request, shall have the right to have his vote recorded in the minutes of the meeting on any question coming before the Board of Directors.
- 4.17 **Participation in Meeting by Telephone.** Any one or more Directors may participate in any meeting of the Board of Directors, or of any committee thereof, by means of a telephone or similar electronic communications equipment, but only if, by means of such equipment, all persons participating in the meeting can hear each other. Any Director so participating in a meeting shall be considered present for the purpose of determining a quorum and voting. Any agreement or action taken in such meeting shall be reduced to writing and approved by the Directors either at the next regular meeting of the Directors or by the written approval of each Director which approval may be by counterparts and may be accomplished by facsimile transmission.
- 4.18 **Maintenance of Tax-Exempt Status.** It shall be the responsibility of the Board of Directors to see that the Organization's activities are consistent with the Organization's intended not for profit, tax exempt status under Section 501(c)(3) of the Internal Revenue Code and the provisions of West Virginia law, and subsequent amendments thereto, if any.
- 4.19 **Delegation of Authority.** The Board of Directors may delegate authority to any agent or establish any committee in order to accomplish the purposes of the Organization.
- 4.20 **Directors' Liability; Indemnification.** The Board of Directors shall not be liable for loss to the Organization, including any loss incurred on investment of Organization funds, except in the event of intentional misconduct or as otherwise provided by law. The Organization shall maintain Director's insurance for each Board member indemnifying the member against risk of liability for acts taken by the Board pursuant to their execution of their responsibilities as Organization Board members.
- 4.21 **Duties of Board Directors.**
- 4.21.1 **Attendance at Meetings.** Each Director shall be expected to be regular in attendance at the meetings of the Board of Directors. A majority of the Board of Directors may recommend removal of any Director failing to meet this expectation.

- 4.21.2 **Public Liaison.** Directors shall be responsible for providing liaison between the Board of Directors and the public. The Publicity Coordinator will assist the Board Directors in this responsibility.
- 4.21.3 **Program Assistance.** Directors shall provide assistance when needed by the Programming Coordinator in carrying out the Board's program.
- 4.21.4 **Committee Service.** Directors shall serve as members of the committees created to advise one or more sections or divisions of the Board of Directors regarding their programs and activities.
- 4.21.5 **Special Committees.** Directors shall be expected to serve on special committees required to carry out the Board of Director's purpose.
- 4.21.6 **Other Duties.** Directors shall perform such other duties as approved by the Board of Directors to implement and effectuate the purposes and objectives of the Board of Directors.
- 4.22 **Miscellaneous.** The Board of Directors shall be the governing and policy-making body for all activities of the Organization and shall have responsibilities, including, but not limited to, the following:
 - 4.22.1 **Program of Work.** The Board of Directors, in consultation with the Chairman, shall each year adopt a program of work including goals and strategies.
 - 4.22.2 **Budget.** The Board of Directors shall adopt a budget each year conforming to its program of work and will require not less than quarterly financial statements from the Chairman.
 - 4.22.3 **Other Responsibilities.** The Board of Directors shall be responsible for such other duties as may be incumbent on the Board of Directors in the discharge of its responsibilities under statutory law.

ARTICLE V
OFFICERS

- 5.1 **Officers.** The officers of the Organization shall be: Church Co-Chairman, Teacher Co-Chairman, Treasurer, Secretary, two (2) Teacher Liaisons, two (2) Registrars, two (2) Fundraising Co-Chairmen, Publicity Coordinator, Scholarship Committee Coordinator, Community Service Coordinator, Programming Coordinator, Librarian, Social Coordinator, Hospitality Coordinator, and Snack Coordinator.
- 5.2 **Election and Term of Office.** The positions listed in Article 5 § 5.1 shall be elected annually by the preceding Board of Directors at its annual meeting. The Church Co-Chairman and the Teacher Co-Chairman shall be elected from among the preceding Board of Directors, but no other officer need be a Director prior to the election. Each officer who is elected to his or her office shall hold office from the date of his or her

election until the next regular annual meeting of the Board and until his or her successor has been elected; any officer appointed by the Board of Directors shall serve at the will and pleasure of the Board of Directors.

- 5.3 **Removal and Resignations.** Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the Organization would be served thereby. Any officer may resign at any time by giving written notice to the Board of Directors or the Chairman, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5.4 **Vacancies.** A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.
- 5.5 **Chairman of the Board.** The Chairman of the Board shall have the following duties: call meetings of the Board of Directors and Executive Board as required; preside at all meetings of the Board of Directors and Executive Board; have general supervision of all business of the Board of Directors and Executive Board; serve as ex-officio member of all committees established by the Board of Directors; and shall perform such other duties as may be imposed upon him by law or by the Board of Directors.
- 5.6 **Church Co-Chairman.** The Church Co-Chairman shall maintain a strong relationship with the church and shall handle all church matters as they relate to the Organization. The Church Co-Chairman shall run monthly board meetings and coordinate with the Board of Directors to ensure that the Organization runs according to the Organization's purpose as stated in Article III § 3.1. Other duties shall include, but are not limited to, making general, daily announcements, circulating the sign-up book, setting-up and breaking-down of the "Parents' Room," vacuuming after meetings, and taking out the trash weekly.
- 5.7 **Teacher Co-Chairman.** The Teacher Co-Chairman shall work closely with the teacher liaisons and teachers during weekly meetings. The Teacher Co-Chairman shall run monthly board meetings and coordinates with the Board to ensure that the Organization runs according to the Organization's purpose as stated in Article III § 3.1. Other duties shall include, but are not limited to, overseeing the hiring and firing of teachers and long term substitutes, employment contracts, background checks, CPR certifications, making general, daily announcements, circulating the sign-up book, setting-up and breaking-down of the "Parents' Room," vacuuming after meetings, and taking out the trash weekly.
- 5.8 **Treasurer.** The Treasurer shall provide oversight and shall be responsible for keeping full and accurate accounts of receipts and disbursements of the Organization; for the deposit of all monies and other valuable effects in the name and to the credit of the Organization, in such depositories as may be designated by the Board of Directors; for the disbursement of the funds of the Organization, subject to such regulations as may be prescribed by the law and the Board of Directors; and, in general, for the performance of

all duties incident to the office of Treasurer, such as keeping track of teacher time slips, and such other duties as may be assigned to him by the Chairman or the Board of Directors. The Treasurer is subject to oversight by the Church Co-Chairman and the Teacher Co-Chairman.

- 5.9 **Secretary.** The Secretary shall record the Board of Director's and the Executive Board's meeting minutes, report minutes from the previous meeting, and distribute copies of the minutes to the Church Co-Chairman, Teacher Co-Chairman, the "Parent's Room" Book, and on the Organization's website. The Secretary shall update and print any information either board requires parents, members, and teachers to review. The Secretary shall file and maintain any amendments and changes in officers or addresses with the West Virginia Secretary of State as required by the laws of West Virginia.
- 5.10 **Teacher Liaisons.** The Teacher Liaisons shall assist teachers, parents, and children with separation issues or discipline concerns. The Teacher Liaisons shall keep records regarding the teachers including, but not limited to. Other duties shall include, but are not limited to, attendance at weekly teacher meetings, and maintenance of a substitute teacher list.
- 5.11 **Registrars.** The Registrars shall perform registration each semester, establish classroom assignments, maintain a waitlist, provide name tags, coordinate the mentor program, and organize the open house. The Registrars shall collect tuition and registration fees, keep record of fee schedules and member payment plans, and report to the Treasurer regularly.
- 5.12 **Fundraising Coordinators.** The Fundraising Coordinators shall organize all fundraising events with the assistance of coordinators picked by the Board. The Fundraising Coordinators shall notify members of fundraising requirements and activities and maintain records of member progress for fulfilling their fundraising obligations.
- 5.13 **Publicity Coordinator.** The Publicity Coordinator shall maintain and update the Organization's informational brochures and the Organization's website. The Publicity Coordinator shall place advertisements or briefs in newspapers and distribute the Organization's brochures throughout areas of business in Morgantown.
- 5.14 **Scholarship Committee Coordinator.** The Scholarship Committee Coordinator shall be the Chairman of the Scholarship Committee. The Scholarship Committee Coordinator shall keep applications anonymous and confidential. The Scholarship Committee Coordinator shall act in accordance with Article 7 § 7.9.
- 5.15 **Community Service Coordinator.** The Community Service Coordinator shall coordinate and plan community service activities with local organizations relating to parents and children to be held throughout the calendar year.
- 5.16 **Programming Coordinator.** The Programming Coordinator shall schedule guest speakers, greet and introduce the speakers, remind speakers when to close their speech, and write thank-you notes to the speakers. The Programming Coordinator shall produce

a monthly calendar of the Organization's events and provide and collect a program evaluation form to members at the end of each calendar year.

- 5.17 **Librarian.** The Librarian shall distribute and collect *Scholastic* book orders, place orders, sort and disburse orders, and coordinate with teachers to obtain free books for the classroom.
- 5.18 **Social Coordinator.** The Social Coordinator shall plan child and adult social activities each month, the Organization's annual parties, dinners for families with newborns, the summer park schedule, and coordinate the "Parents Room" social activities. The Social Coordinator shall coordinate with the programming director and record the social events on the monthly calendar.
- 5.19 **Hospitality Coordinator.** The Hospitality Coordinator shall stock all the "Parents Room" coffee and coffee supplies and shall remind members that all "Parents Room" items must be cleaned and put away and dish towels are taken home to be washed on a weekly basis. In his absence, the Hospitality and Cleaning Coordinator shall recruit volunteers to carry out these duties.
- 5.20 **Snack Coordinator.** The Snack Coordinator shall monitor and maintain the snack calendar in the "Parent's Room," snack reserves, snack containers, the completion of member snack duties, and the completion of member cleaning requirements. The Snack Coordinator shall maintain snack duty sign-up sheets in the sign-up book and shall place reminder emails to members about their snack duties.

ARTICLE VI COMMITTEES

- 6.1 **Committees.** The Board of Directors may establish an Executive Committee, Finance Committee, Standing Committee or Special Committee, which shall have such duties, responsibilities and authority, and shall continue in existence for such period of time as may be determined by the Board.
- 6.2 **Appointments to Committees.** Unless the Board of Directors shall otherwise determine, the President shall appoint the members of any committee established by the Board of Directors. All committees shall have at least four (4) members with at least two (2) members appointed from among the Directors; all other committee members need not be directors or officers.
- 6.3 **Records.** Each committee shall keep adequate records of its proceedings.
- 6.4 **Quorum.** A majority of the membership of any committee shall constitute a quorum at any of its regularly scheduled meetings.

ARTICLE VII
FINANCIAL AND RELATED MATTERS

- 7.1 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Organization, in addition to the officers specifically authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.
- 7.2 **Checks and Notes.** All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents, of the Organization, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and the Treasurer of the Organization.
- 7.3 **Investment of Funds; Deposits.** The Board of Directors shall have broad investment powers, including, without limitation, the power to invest the funds of the Organization in stocks, shares, and obligations of corporations, unincorporated associations, trusts or investment companies, interests in general or limited partnerships and limited liability companies, real property, or in any other kind of real or personal property, without regard to any statute or law now or hereafter in force restricting investments made by fiduciaries. In exercising its investment powers, the Board of Directors may engage the services of a professional investment advisor to manage, or assist the Board of Directors in managing, the funds of the Organization. The Board of Directors shall also have the authority to deposit the funds of the Organization from time to time to the credit of the Organization in such banks or other depositories or brokerage houses as the Board of Directors may select.
- 7.4 **Books of Account.** The Organization shall keep correct and complete books and records of account, which shall be open to inspection at any reasonable time by the Board of Directors or its executive officers. The Board of Directors may designate an independent auditor or accountant to conduct an audit of the books and records of the Organization.
- 7.5 **Borrowing.** No Loan shall be contracted on behalf of the Organization, and no evidence of indebtedness shall be executed or issued in its name, unless authorized by resolution of the Board of Directors.
- 7.6 **Fiscal Year.** The fiscal year of the Organization shall begin on the first day of July and end the last day of June in each year.
- 7.7 **Loans to Officers and Directors.** No loan shall be made by the Organization to any officer or Director of the Organization. The Directors of the Organization who vote for or assent to the making of a loan to any officer or Director of the Organization, and any officer or officers participating in the making of such loan, shall be jointly and separately liable to the Organization for the amount of such loan until the repayment thereof.

- 7.8 **Indemnification.** It shall be the policy of this Organization to indemnify any person who serves, or has served, as a director or officer of this Organization, or who serves or has served as a director or officer of any other corporation, partnership, joint venture, trust or enterprise at the request or direction of this Organization, against expenses (including attorneys' fees), judgments, fines, taxes, penalties, interest, and payments in settlement, in connection with any threatened, pending or completed action or proceeding, and to pay any such expenses in advance of the final disposition of any such action or proceeding, to the full extent contemplated and permitted by Section 9 of Chapter 31, Article 1 of the Code of West Virginia of 1931, as amended upon such finding or determination as shall be requisite or appropriate under said section; and the Organization is specifically empowered and authorized to purchase and maintain, at the expense of the Organization, insurance on behalf of any such director, officer, partner, employee or agent against any liability asserted against him or her in such capacity or arising out of his or her status as such, whether or not this Organization would have the power to indemnify him or her under the provisions of said section.
- 7.9 **Tuition Waivers.** The Board of Directors may review applications for scholarship effectively waiving or partially waiving the cost of tuition on an individual basis. At least nine (9) members of the Board of Directors must vote in favor of a waiver or partial waiver for the change in tuition to occur for that individual. Those nine (9) members shall include the Church Co-Chairman, the Teacher Co-Chairman, the Treasurer, two (2) Teacher Liaisons, two (2) Registrars, and two (2) Fundraising Co-Chairmen.

ARTICLE VIII DEFINITIONS

- 8.1 **Original Board.** The Original Board refers to the officers listed in Article 5 § 5.1 who were in office on the date these Bylaws were adopted (Article 10 § 10.2).
- 8.2 **Board of Directors.** The Board of Directors consists of those officers listed in Article 5 § 5.1.
- 8.3 **Executive Board.** The Executive Board consists of the Church Co-Chair, Teacher Co-Chair, Treasurer, Secretary, two Teacher Liaisons, and two Registrars.
- 8.4 **Chairman.** The Chairman means the Church Co-Chair and/or the Teacher Co-Chair pursuant to Article 4 § 4.13.

ARTICLE IX AMENDMENTS TO BYLAWS

- 9.1 **Majority Vote.** These Bylaws may be amended at any time by a majority vote of the Board.

- 9.2 **Consistent with Tax Exempt Status.** Amendments to these Bylaws must be consistent with the Organization's non-profit purpose and its intended tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X
MISCELLANEOUS

- 10.1 **Effective Date.** These Bylaws shall take effect and be in full force from and after their adoption by the Board and the amendments, as noted below.
- 10.2 **Adoption Date.** Adopted by the Organization at a meeting held in Morgantown, West Virginia, on the ___ day of _____, 2010.

[Record of Amendments to Follow on the Next Page]

This Instrument Was Prepared By:
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