

APPLEWOOD LEARNING CENTER, INC.

AMENDED AND RESTATED BY-LAWS – May 2019

ARTICLE I

Articles of Agreement

The name of the Corporation, the purposes for which it is established and the location of its principal place of business shall be as set forth in the Articles of Agreement, as from time to time amended, and these By-Laws. The powers of the Board of Directors (the "Board") and all matters concerning the conduct and regulation of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in such Articles of Agreement that are hereby made a part of these By-Laws.

ARTICLE II

Members

Section 1. **Membership**. The members of the Corporation shall be all parents and guardians of children currently enrolled in a program of the Corporation (whether full-time or part-time), the Educational Director of the Corporation, the teachers, the teachers' aides, and Business Manager (individually referred to as "Member," collectively referred to as the "Members").

Section 2. **Powers of the Members**. The Members shall have all rights and powers conferred on members of nonprofit corporations under the laws of New Hampshire. The Members shall have such other powers as are specified in the Articles of Agreement and in these By-Laws, including without limitation, the power to elect and remove the Directors of the Corporation as set forth in Article ID hereof. Each family is entitled to cast one vote. If a parent is also an employee of the center, such parent is entitled to one vote as a family member, and is not entitled to an additional vote as the employee.

Section 3. **Regular Meetings**. Regular meetings of the Members shall be held in November of every year at the fall Annual Family Meeting.

Section 4. **Special Meetings**. Special meetings of the Members shall be called by the President, by two Directors or by five Members, specifying in writing the purpose of such meeting. Five (5) days' notice of such meeting shall be given to each Member not joining in the request for such meetings. The business conducted at any special meeting shall be confirmed to the business described in the call of the meeting.

Section 5. Waiver of Notice. Whenever notice of a meeting, is required, such notice need not be given to a Member if a written waiver of notice is filed with the records of the meeting. A waiver of notice need not specify the purpose of the meeting unless such purposes were required to be specified in the notice of the meeting,

Section 6. Action by Writing. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, if the Members consent to the action in writing and the written consent, executed by the Members, is filed with the records of the meetings of the Members. Any such consent shall be treated for all purposes as a vote at a meeting.

Section 7. Quorum. A quorum for conducting a meeting of the Members shall be a majority of the Members; but a small number may adjourn from time to time.

ARTICLE III

Board of Directors

Section 1. Powers. The Board, subject to any action at any time taken by the Members, shall have the entire charge, control and management of the Corporation and its property and may exercise all or any of its powers enumerated in the Articles of Agreement, the laws of the State of New Hampshire as amended from time to time, and all other powers conferred by these By-Laws.

Section 2. Number, Tenure and Qualifications. The Board shall consist of, the President, the Vice President, the Treasurer, the Secretary, the Educational Director of the Corporation and, the Teacher Representative. (individually referred to as 'Director,' collectively referred to as the 'Directors'). Additional Directors may be added at the discretion of the Board. [At least five (5) of the elected Directors shall not be of the same immediate family or related by blood or marriage, nor shall an employee of the Corporation be a presiding officer of the Board] The presiding officers of the Board must be parents or guardians of a child currently enrolled in a program of the Corporation (whether full-time or part-time), or in the event that it provides consistency for the Board, a parent/guardian whose child is graduating from the program may remain on the Board for a maximum of 2 years. The majority of the Board must consist of parents or guardians of children currently - enrolled in a program of the Corporation (whether full-time or part-time).

Section 3. Election. Election of Directors shall be accomplished every two years by the Members Directors shall hold office for two (2) years until the next regular election and thereafter until their successors are chosen and qualified. The Board of Directors in its sole discretion may extend the term of one or more Directors for an additional year to maintain board continuity and/or prevent the election of more than two Directors in any one year. Directors, other than the Educational Director, shall not hold the same officer position for more than two (2) consecutive terms.

Should a member desire to serve on the Board of Directors, they must submit their resume and cover letter to the Board for candidacy approval which will include but not be limited to: no violations of the Code of Conduct; no Conflicts of Interest; and no Delinquent Tuition. Good faith will govern decisions outside of the determining factors listed. Any current member who is up for re-election will abstain from candidacy approvals of potential candidates for the position for which they are running. Once approved, candidates can write a brief notice of intent to the greater membership which will be distributed via email or posting for review prior to the election.

Section 4. Removal. A Director may be removed from office (a) with or without cause by vote of the Members or (b) for cause by vote of a majority of the Directors then in office. A Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him/her.

Section 5. Resignation. Any Director may resign by delivering his/her written resignation to the Corporation at its principal office to the President. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6. Annual Meetings. An Annual Family Meeting shall be held in September/November of each year or a special meeting held in lieu thereof, and at the place, thereof, if a quorum of the Directors is present. If such quorum of the Directors is not present, or, if present, a meeting of the Board is not held immediately therefore, Directors shall be called in the manner hereinafter provided with respect to the call of special meetings of Directors.

Section 7. Regular Meetings. Regular meetings of the Board shall be held monthly at the Corporation's place of business or at such other times and places as shall from time to time be fixed by resolution of the Board and no notice need be given of regular meetings held at the times and places so fixed, provided, however, that any resolution relating to the holding of regular meetings shall remain in force only until the next annual meeting of the Board, or the special meeting held in lieu thereof, and that if at any meeting of the Board, at which a resolution is adopted fixing the times or place or places for any regular meetings, any Director is absent, no meeting shall be held pursuant to such resolution until either each such absent Director has in writing or by telegram approved the resolution or seven days have elapsed after a copy of the resolution has been placed in each Director's mailbox at the Corporation.

Section 8. Special Meetings. Special meetings of the Board may be called by the President, the Secretary and any two Directors, and shall be held at the place designated in the notice or call thereof

Section 9. Notice. Written or printed notice stating the place, day and hour of any meeting of the Board shall be delivered either personally or by mail to each Director, not less than five (5) days before the date of such meeting, by or at the direction of the President, or the Secretary or the officers or persons calling the meeting. All information for the meeting shall be presented to the Secretary no less than seven (7) days before the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when placed in the mailbox of each Director at the Corporation. Any Director waives notice of any meeting by attending such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need be specified in the notice or waiver of notice of such meeting in accordance with applicable law of these By-Laws.

Section 10. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of the greater number is required by law or these By-Laws. The Board may also act without a meeting if written consent setting forth the action taken thereto is signed by all the Directors and filed with the records of the Board meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 12. Vacancies. Any vacancy occurring on the Board shall be filled temporarily by the President of the Corporation until the next regular or special meeting of the Board and until a successor has been elected by the Board to fill a vacancy. Such person shall be elected for the unexpired term of office of the predecessor in office.

Section 13. Director - Residuary Powers. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation set forth in the Article of Agreement, or these By-Laws, shall be vested in the Board.

Section 14. Committees. The Board may, by vote of a majority of the number of Directors then in office, elect an executive committee or other committees and may, by like vote, delegate thereto some or all of its powers except those which by law, the Articles of Agreement or these By-Laws it is prohibited from delegating. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The Board shall have the power to fill vacancies in, change the membership of, or disband, any such committee.

Section 15. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participating by such means shall constitute presence in person at a meeting.

Section 16. Compensation. Directors shall not receive any compensation for their services as Directors, but may be reimbursed for incidental expenses incurred in carrying out their duties as Directors or attending Board meetings.

Section 17. Conflicts of Interest. Should any item come before the Board that might result in a Director having or appearing to have a conflict of interest either by occupation, place of residence or other holdings, or any other interest, the Director shall make his/her personal interest known to the Board as soon as he/she recognizes a possible conflict and shall refrain from voting on matters regarding the issue.

In addition to the conflict of interest provisions of these By-laws, the Board shall adopt a Conflict of Interest Policy in conformity with New Hampshire RSA 7:19-a.

ARTICLE IV

Officers

Section 1. The elected Officers of the Corporation shall be a President, Vice President, Treasurer, and Secretary. The Officers of the Corporation may also include one or more Vice-Presidents, Assistant Treasurers, Assistant Secretaries and/or Member(s) at Large. The Officers shall be elected by a vote of the majority of the Members. The Board may elect or appoint such other Officers as it deems desirable, such Officers to have authority and perform the duties prescribed, from time to time, by the Board. Any position may be held by one family when allowed by a vote of the majority of the Board, confirmed by a vote of the majority of the Members.

ARTICLE V

Powers of Officers

Section 1. Chairperson/President. The Chairperson shall preside at all meetings of the Members and the Board of Directors and shall determine the agenda of each meeting. The Chairperson shall nominate all members of Board committees.

Section 2. President. The President shall be the Chief Executive Officer of the Corporation. If the President is an employee of the Corporation, the President shall not also serve as Chairperson

and shall attend, but not preside at, all meetings of the Board. The President, the Treasurer, or some other person specifically authorized by vote of the Board, may sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the Corporation. The President shall perform all the duties commonly incident to his/her office and shall perform such other duties and have such other powers as the Board may from time to time designate.

Section 3. Vice President. In the absence of the Chairperson/President or in the event of an inability or refusal to act, the Vice President shall perform the duties of the Chairperson/President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the Chairperson/President. Any Vice-President shall perform such other duties as from time to time may be assigned by the Chairperson/President or by the Board.

Section 4. Treasurer. The Treasurer shall have the care and custody of the funds of the Corporation and shall have and exercise under the supervision of the Board all the powers and duties commonly incident to this office. He/she shall, with the President, have the power to sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the Corporation. He/she shall have the custody of the corporate seal and of all the money, funds, valuable papers and documents of the Corporation. He/she shall deposit all the funds of the Corporation in such bank, trust company, or with such firm doing a banking or brokerage business as the Board may from time to time designate. He/she may, on behalf of the Corporation, endorse for deposit or collection, all checks, notes and other obligations payable to the Corporation or its order and may accept drafts on behalf thereof. He/she shall keep accurate books of account of all corporate transactions, which books shall be the property of the Corporation, and together with all other of its property in his/her possession, shall be subject at all times to the inspection and control of the Board. All receipts and vouchers for payment made to the Corporation, and checks, drafts, notes and other corporate obligations for the payment of money by the Corporation shall be signed by the Treasurer except as the Board may otherwise specifically order. Checks and drafts need not be countersigned, unless otherwise ordered by the Board.

Section 5. Assistant Treasurer. Any Assistant Treasurer who is elected shall perform such duties and have such powers only as the Board or the Treasurer may from time to time designate.

Section 6. Secretary. The Secretary of the Corporation shall be present at all meetings of the Board, and he/she shall keep accurate records, in books provided for that purpose, of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any Director. He/she shall perform all the duties commonly incident to his/her office and shall perform such other duties and have such other powers as the Board may from time to time designate. In the absence of the Secretary from any meeting of the Board, as the case may be, a Secretary pro tempor may be chosen who shall record the proceedings thereof

Section 6. Assistant Secretary. Any Assistant Secretary who is elected may perform the duties and exercise the powers of the Secretary in his/her absence and shall perform such other duties as the Board shall prescribe.

Section 7. Member(s) at Large – The Member(s) at Large is/are elected to perform the duties and exercise the powers as the Board shall prescribe.

Section 8. Educational Director. The Educational Director shall be responsible for all concerns related to the educational programs and daily operations of the Corporation, including the staff, the children, the scheduling of staff and children, and enrollment.

Section 9. Election and Term of Office.

(a) The Officers of the Corporation (other than the Educational

Director) shall be elected by a vote of the majority of the Members as provided in Section 3 of Article IV. New offices may be created and filled at any regular meeting of the Board. Unless having resigned or been removed, each Officer shall hold office until expiration of their term and until the next election and a successor shall have been duly elected and shall have qualified.

(b) The term of office shall be two (2) years. Election of Officers shall take place as provided in Section 3 of Article ID. Any officer may be re-elected by the Members to hold office for an additional two (2) year term. The Board of Directors in its sole discretion may extend the term of one or more officers for an additional year to maintain board continuity and/or prevent the election of more than two officers in any one year. No officer shall hold the same position for more than two (2) consecutive terms.

(c) Upon completion of his/her term, the current President will assume the position of President-at-Large and act in such capacity as advisor to the Board.

Section 10. Removal. Any officer elected or appointed by the Members may be removed by the Board by two-thirds (2/3) vote of the remaining Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 11. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a recommendation from the Board, confirmed by majority vote of the Members for the unexpired portion of the term.

Section 12. Compensation. If the President is an employee of the Corporation, the President shall be entitled to receive reasonable compensation for his/her services as President and may be reimbursed for incidental expenses in carrying out his/her duties as President or attending Board meetings. Other officers of the Corporation, except the Chairperson, may receive reasonable compensation for carrying out their duties, subject to the Corporation's Conflict of Interest Policy.

ARTICLE VI

Committees of the Board and Committee Membership

Section 1. Responsibilities. The authority of **all** committees stems from the Board and the final decision-making responsibility rests with the Board. The committees are formed to study issues for the Board and to recommend policies and changes. They do not have authority to make new policies or implement changes.

Section 2. Committees. The Board shall appoint standing committees that shall meet periodically throughout the year. Committees can be, but are not limited to the following:

(a) **Compensation Committee.** The Compensation Committee shall review and recommend policies and procedures regarding compensation, benefits and working conditions of the Corporation. Their goal is to ensure that the Corporation attracts and retains qualified staff so as to provide high quality programs.

(b) **Finance Committee.** The Finance Committee shall review and recommend short- and long-term financial planning goals and budgets, and develop, enhance and maintain a financial management system.

(c) Resource Development Committee. The Resource Development Committee shall recommend and participate in large scale fundraising projects, and actively solicit donations of goods and services for the Corporation to enhance the Corporation's revenue base.

(d) Physical Operations Committee. The Physical Operations Committee shall recommend and participate in internal and external renovations, and shall be responsible for the overall maintenance of the Corporation's facility.

Every Board member is expected to serve on at least one committee as a liaison. The Chairperson of each committee should be a member who currently has a child or children enrolled in a program of the Corporation (whether full-time or part-time). Additional members shall be encouraged to sign-up for appointment on a committee.

ARTICLE VII

Amendments

These By-Laws may be amended by a two-thirds (2/3) vote of the Board upon written notice and discussion by all Directors.

ARTICLE VIII

Contracts, Checks, Deposits and Fund

Section 1. Contracts. The Board may authorize any Officer or Officers, agent, or agents, of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instance.

Section 2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation and in such banks, trust companies, or other depositories as the Board may select.

Section 3. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XI

Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the members of the Board. All books and records of the Corporation may be inspected by any Director, or Director's agent or attorney, for any purposes at any reasonable time. The Board, if it deems prudent, shall cause an audit of the records of the Corporation to be made each year by a competent auditor. The Board shall prepare an annual financial statement of the Corporation and may provide such financial statement to the Members.

ARTICLE X

Audit of Books

Provision shall be made by the Board for a periodic audit of the accounts of the Treasurer, either by a committee of Directors or by an accountant retained by the Board for the purpose of such audit.

ARTICLE XI

Personal Liability

The Members, Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the Corporation for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise come due or payable to them from the Corporation.

ARTICLE XII

Fiscal Year

The fiscal year of the Corporation shall begin on September 1 and end on August 31 in each year.

ARTICLE XIII

Equal Opportunity

The Corporation's educational programs and staff positions are open to all people, without distinction as to race, color, national or ethnic origin, sex, religious beliefs or handicap.

ARTICLE XIV

Gender, Singular and Plurals

The use of the masculine, feminine or neuter gender, and the use of the singular or plural shall not be given the effect of any exclusion or limitation and the use of the words "person" or "party" shall mean and include any individual, trust, corporation, partnership or other entity.

ARTICLE XV

The Board may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "corporate seal."