

# CHILDREN'S COMMUNITY SCHOOL, INC.

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## BYLAWS

### Children's Community School, Inc.

### Waterbury, Connecticut

Amended and Approved on

3/20/23

## ARTICLE I

### Purpose

#### Section 1

Purpose The purpose of this Corporation shall be to provide educational services for underserved children. The Corporation is not formed for pecuniary or financial gain and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of its Board of Directors or officers or any individual associated with said Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including by publishing or distributing statements) in any political campaign on behalf of any candidate or public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal tax under Sec. 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

### Mission

#### Section 2

Mission Children's Community School, as an independent, non-profit institution, lays the foundation for students of an urban community to achieve educational success by offering a robust curriculum and unique experiences, by developing their individual character, and by cultivating strong family involvement.

## ARTICLE II

### Board of Directors

#### Section 1

Management All powers of the Corporation shall be exercised by and under the authority of the full Board of Directors, which shall manage and direct the affairs and assets of the Corporation. The Board of Directors shall hire and supervise the Development & Operations Officer.

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## Section 2

### Classification of Board of Directors

#### A. Board Member

A Board Member shall have full power to vote and shall be counted for the purpose of determining the presence of a quorum, and there must be a quorum at the time of any and all votes. Each Board Member must serve on one or more committees. A Board member must be in good standing i.e. participate in the Committees, attend the monthly meetings, help financially, attend events, and be present at the annual meeting

#### B. Associate Board Member

An associate Board Member may serve on one or more committees, with voting rights only on each assigned committee.

#### C. Ex-Officio Board Member

There may be three (3) non-voting EX-Officio Board Members.

## Section 3

Number, Election and Term of Office The Board of Directors of the Corporation will consist of no fewer than twelve (12) and no more than twenty-three (23) full Board members and three (3) Ex-Officio Board Members. Each full Board Member shall have full power to vote and shall be counted for the purpose of determining the presence of a quorum. All new board members will be allowed to vote with the understanding that they must be fully apprised at the orientation of the agenda of the meeting. If a new board member has not completed the orientation then he can't vote at the first meeting following his appointment to the board. Ex-Officio Members, Associate Board Members and President do not have a vote.

Board Members shall be elected by the Board for a term of three (3) years. The maximum number of years a Board Member may serve consecutively will be six (6) years or two (2) consecutive three (3) year terms. A Board Member having served the maximum number of six (6) years may seek or be asked to serve on the Board after one year of non-membership as long as there is a vacancy or stay as an Associate Board Member.

The Congregation de Notre Dame, the Sisters of Mercy, and the Archdiocese of Hartford, shall each appoint a nominee for the position of Ex-Officio. The Board of Directors may designate a non-profit organization that is active in the community served by the Corporation to serve as a successor to any of the one of the Organizations referenced above, (i) at any time, for cause, or (ii) if one of the Organizations (a) ceases to exist or (b) notifies the Corporation that it

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no longer wishes to be represented on the Board, in which event, such successor Organization shall have the right to nominate candidates for the position of Ex-Officio Board Member.

## Section 4

Resignation and Removal A Board Member may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon the affirmative vote of a majority of the Board, any Board Member or Ex-Officio Board Member may be removed at any time. Without limiting the foregoing, a Board Member's failure to attend at least sixty (60%) percent of all monthly meetings within a calendar year of the Board (August to June). Board Member's failure to attend seventy-five (75%) percent of designated committee meetings on which he serves may be cause for immediate removal.

## Section 5

Vacancies The Board of Directors shall have the power to fill any vacancy in its own membership (whether created by resignation, removal, the creation of any new Board members or any other reason) from nominations presented by the Governance Committee. Any Board Member elected to fill a vacancy shall serve until the next annual meeting of the Corporation. When a vacancy occurs among the Ex-Officio Board Members, the respective Organization will submit its recommendations for appointment as an Ex-Officio Board Member to the Board.

No more than two people from the same organization, employer or "close relatives" (defined as two people in a spousal, parent-child, grandparent-child or sibling relationship) can be elected to the Board during the same time.

## Section 6

Regular and Annual Meeting Meetings of the Board shall be held monthly on a regular basis from August to June, with the exception of July and December. The annual meeting of the Board is to be held in June for the confirmation of officers, appointment of Associate Board Members and the transaction of other business such as the corporation stance. At the annual meeting, the Governance Committee will present a slate of officers for the coming year and review other business of the Governance Committee. Regular meetings of the Board shall be held at such designated places.

If a Board meeting is changed from the scheduled date, non-attendance for absent Board Members will not be counted against them.

## Section 7

Special Meetings Special Meetings of the Board shall be held at any time on the call of the President or shall be called at the direction of the Board or Executive Committee.

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## Section 8

Notice of Meeting Notice of Meetings of the Board shall be given by or at the direction of the Secretary to each Board Member and Ex-Officio Board Member, personally, by telephone, by electronic transmission or by delivery of mail addressed to the residence or usual place of business of said Board Member at least two (2) days prior to the date on which the meeting is to be held.

## Section 9

Quorum and Voting The presence of a majority of the Board Members (one more than 1/2) shall constitute a quorum for the transaction of business at any meeting of the Board. Each Board Member shall be entitled to one (1) vote upon each matter properly submitted for vote at a meeting of the Board; no proxy votes are accepted. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the act of a majority of the Board Members present at any meeting at which a quorum is present at the time of the act shall be the act of the Board. Board Members present remotely shall signify his/her vote by verbal confirmation heard by the Board Members present.

## Section 10

Action without a Meeting Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting by written consent including e-mails to the action. Such written consents shall be filed with the records of the meetings of the Board. Action must be accepted by 100% of the board.

## Section 11

Meeting by Conference Call Board Members may participate in a meeting of the Board through use of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at all meetings except the annual meeting. If we are under extraordinary circumstances similar to those caused by the global pandemic, then the annual meeting shall be conducted by Conference call.

## Section 12

Waiver of Notice Whenever notice of a meeting is required to be given to a Board Member under any provision of law, the Certificate of Incorporation, or these Bylaws, a written waiver thereof, executed before or after the meeting by such Board Member and filed with the records of the meeting, shall be deemed equivalent to such notice. A Board Member's attendance at a meeting without protesting the lack of notice prior to or at the commencement thereof, or promptly upon such Board Member's arrival, shall be deemed the Board Member's waiver of notice.

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## ARTICLE III

### Officers

#### **Section 1**

Designation Election and Term of Office The officers shall consist of the President, Vice President, Secretary, Treasurer and such other officers as the Board Members may authorize or deem that the Corporation's business may require. The Board Members shall elect the Officers of the Board annually from among the Board Members at the Corporation's annual meeting. The slate of nominees shall consist of those nominations presented by the Governance Committee at the May meeting and any additional nominations made by the Board Members at the annual meeting. Each newly elected Officer shall hold office for one (1) year except for the President who will serve a two (2) year term and until such Officer's successor has been duly elected and qualified. No person may serve concurrently in more than one office.

#### **Section 2**

Resignation and Removal An officer may resign at any time by giving written notice to the Board or the Secretary. Such resignation shall take effect at the time specified, therein, or if no time is specified, upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer of the Board may be removed by the Board, upon the vote of two-thirds 2/3 of all the Board Members present at the time of the vote, whenever the best interests of CCS will be served thereby, after giving said officer appropriate notice and an opportunity to be heard.

#### **Section 3**

Vacancies Any vacancy occurring among the officers by reason of death, resignation, removal, disqualification or any other cause, may be filled exclusively by the Board Members at a regular meeting or at a special meeting called for that purpose, or as otherwise authorized by the Board.

## ARTICLE IV

### Powers and Duties of Officers

Except as otherwise provided herein, the duties of each officer shall be indicated in the following Job Descriptions:

1. President The President shall preside at all meetings of the Board of Directors and Executive Committee, with any other officer; sign all contracts and obligations authorized by the Board Members; when deemed necessary, appoint committee chairpersons, perform such duties as may be required of him by the Bylaws of the Corporation; serve an ex-officio member of all standing and special committees except

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the Board, Governance Committee meeting in which this slate of officers is being prepared; create additional committees as he deems necessary; perform such other duties as are usual to this office. The President or acting President per Robert's rule shall only cast a vote to break a tie. The President shall maintain frequent contact with the Development & Operations Officer.

2. Vice President The Vice President shall assist the President in such duties as the President shall assign; perform the duties of the President in the event of the President's absence or disability; assume the office of President if such office becomes vacant and serve as President until a successor is elected by the Board; attend, as an ex-officio member, all committee meetings that the President cannot attend. The Vice President shall be a member of the Governance Committee and participate in the writing of contracts and handbooks.
3. Secretary The Secretary shall keep an accurate record of all regular and special Board, and Executive Committee meetings; insure that copies of the minutes are sent to all Board Members and officers one week prior to regular Board meetings, take attendance at all meetings; be responsible for matters pertaining to the history of CCS. The Secretary shall handle all correspondence not handled by the Development & Operations Officer and as requested by the Board or the President. The secretary shall file all minutes, agendas, committee correspondence and any other correspondence.
4. Treasurer The treasurer shall be responsible for the receipt and disbursement of all monies and the proper deposit of them; within limits set by the Board, delegate the Treasurer's duties to the Development & Operations Officer; present at the Annual Meeting an estimated financial report of the year; make the Treasurer's accounts available for annual review; together with the Development & Operations Officer, Development Director and Finance Committee, prepare the annual budget for approval by the Board Members at the regular June meeting; serve as chairman of the Finance Committee; recommend an independent review of the Corporation's books and records to the Board; see that all government reports are filed and that appropriate accounting and fiscal controls are established; ensure that there is adequate insurance coverage for CCS activities; present financial information and discuss ways to cut cost and review unnecessary expenses and report to the Board.
5. Immediate Past President The Immediate Past President may serve on an Executive Committee at the request of the President to aid in the smooth transition of responsibility.

### **ARTICLE V**

#### **Development & Operations Officer**

The Development & Operations Officer shall serve as the major fundraiser for the school and coordinate with the principal. He will effectively communicate the school's mission to the wide and diverse range of stakeholders. He will provide direction to the professional staff by developing and providing leadership and management necessary to oversee ongoing, efficient and effective programs. He coordinates interactions with parents, outside agencies, community

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leaders and vendors. He serves as chief fundraiser and financial manager of the school's resources and follows all duties and responsibilities as stated in his contract. The Development & Operations Officer may seek advice from the executive committee from time to time.

## ARTICLE VI

### Committees

#### Section 1

Committees The Board shall establish such special and standing Committees with such responsibilities as it may deem necessary. Each Committee shall be composed of at least two (2) Board Members and/or ex-Officio Board Members and such other individuals as the Board may deem appropriate given the nature of the tasks assigned to such Committee. Every board member must attend seventy- five (75%) percent of the standing committees or Ad Hoc committee meetings. Three (3) consecutive absences disqualify the member from the Committee. Any suggestions or proposals must be submitted by active members. Except as may otherwise be provided by law in the Certificate of Incorporation in these Bylaws, the President shall appoint one of the Board Members and/or ex-Officio Members, who is a member of the Committee to serve as the Committee chairperson. The authority of any Committee shall be as provided in the resolutions or designations of the Board. Each Committee shall operate under the general supervision of the Board Members, shall limit its activities to the accomplishment of the task(s) for which it was created and shall have no power to act except as is specifically conferred upon it by the Board. A Board Member is allowed to be the Chair of one committee at a time. For all committees except the Executive Committee a Board Member can only be the chairperson for a term of one (1) year, a vote is required after the one (1) year. The following shall be standing committees:

Executive Committee This committee will consist of all present officers and may consist of the immediate past President of the Board as requested by the President. This committee may be empowered to act on behalf of the Board members by resolution of the Board for a specific purpose. This committee is responsible for:

- Providing for the evaluation of the Development & Operations Officer
- Developing role descriptions for the Administrative Team
- Reviewing the Employee Handbook (personnel policy)
- Overseeing with professional staff that the type and scope of programs offered by the school meet its mission,
- Overseeing the progress of the Strategic Plan,
- Consulting with the Development and Operations Officer in the hiring and firing of Administrative Personnel,
- Overseeing language changes and/or time changes in all Administrative contracts.

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Finance Committee This committee chaired by the Treasurer shall prepare the annual operating and capital budget to the Board in collaboration with the Development & Operations Officer and Development Director. The Finance Committee is responsible for

- Recommending and preparing the annual operating and capital budget to the Board for approval
- Review financial activity
- Managing and preserving the school's resources
- Evaluating financial performance
- Interpreting financial matters to the Board for reviewing existing benefits and recommending changes or additions.
- Making annual recommendations regarding salary changes.

Fund Development Committee This committee reviews the fundraising needs as determined by the Finance Committee. This committee is responsible for

- Accepting the responsibility of meeting the fundraising goal
- Developing an overall plan of action with specific goals for each fundraiser in sufficient time to succeed.
- Forming sub-committees to implement each phase of the overall plan
- Overseeing public relations and ongoing events, activities, etc.

Governance Committee This committee is responsible for the ongoing process of cultivation, orientation and nomination of Board members. The committee is responsible for

- Presenting a slate of officers to the Board at the May meeting for Board vote at the Annual Meeting
- Developing a Board profile to ensure diversity and inclusivity
- Identifying prospective Board Members
- Presenting specific recommendations of new members to the Board as vacancies occur
- Orchestrating the orientation of potential and/or new Board Members planning and implementing an annual evaluation of the Board
- Tracking and measuring strategic goals
- Requesting board volunteers for appointment to each committee and chair for each committee if not already specified
- Periodically reviewing the bylaws, conflict of interest, record retention, and other governance policies and practices recommendations to the board as appropriate



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- Appointing Search Committees in the event of vacancies for Development and Operations Officer, Community Outreach Coordinator, Principal, and Business manager.

Marketing Committee This committee is responsible for ensuring visibility in the community. The committee is responsible for

- Developing, monitoring, updating necessary public relations,
- Identifying advancement goals and targeting social media to promote the school

Ad Hoc Committees These committees may be formed specifically to address topics of concern or interest. These committees exist only for that period of time that is necessary to complete their assigned task (s).

## **ARTICLE VII**

### **Miscellaneous Provisions**

#### **Section 1**

Principal Office The Principal location of the offices of the Corporation shall be determined by the Board from time to time.

#### **Section 2**

Corporate Seal The seal of the Corporation shall be determined by the Board.

#### **Section 3**

Depositories All funds of the Corporation not otherwise employed shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies or other depositories as the Board may designate.

#### **Section 4**

Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payments of money and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent (s) of the Corporation and in such manner as shall from time to time determined by resolution of the Board.

#### **Section 5**

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Reviewing Fiscal Records The books and records of the Corporation shall be reviewed at the close of each fiscal year by certified CPAs. A report of the financial condition of the Corporation based upon such a review, in such form and detail as the Board may describe, shall be delivered to the Board before the next annual meeting of the Corporation.

## Section 6

Fiscal Year The fiscal year of the corporation shall end on the last day of June in each year.

## Section 7

Conflict of Interest If any Board Member, Ex-officio Board Member, or the employee has a personal or financial interest in the outcome of any matter before the Board, it is the affirmative duty of said person or Board Member to disclose to the Board when and if any such interest exists. When any such interest becomes a matter of Board action, such Board Member shall not vote or use personal influence on the matter and shall not be counted in the quorum for a meeting at which Board action is to be taken. The minutes of all actions taken on such matters shall clearly reflect that the requirements of these Bylaws have been met.

## Section 8

Robert's Rules of Order If a conflict of interpretation of any action prescribed by these Bylaws occurs, such conflict will be resolved using Robert's Rules of Order.

## Section 9

Pronouns Whenever used herein, pronouns of the masculine gender shall refer to both the masculine and feminine genders.

## Section 10

Annual Reports The Board will review and approve the Annual Report prepared by the staff before the next annual meeting.

## Section 11

Distribution of Income Except as provided herein, no profits derived from, or proceeds of, the operation of the Corporation shall be distributed to any Officer, Board Member, Associate Board Member, or Ex-Officio Board Member of the Corporation. Anything in these Bylaws to the contrary notwithstanding the Corporation may reimburse any such person for extraordinary expenses incurred in connection with the rendition of such services, provided that the amount of such reimbursement is not excessive. The Board Members shall determine the amount of reimbursement they shall be paid. Said determination will be final and binding.

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## Section 12

**Dissolution** The Corporation may be dissolved at any meeting by a resolution adopted by the Board Members. A 3/4 vote of all listed Board Members who are in good standing of the Corporation shall be required to adopt the resolution of dissolution. No proxy votes will be allowed. Notice of requirements as previously provided shall apply. A formal plan for distribution of assets as provided in Section 33-1175 and Section 33-1176 of the Connecticut General Statutes as amended shall be adopted. Subject to state statutes and federal statutes relevant to the funding of this Corporation and the distribution of the assets of such Corporation upon this dissolution, distribution of such assets shall be limited to one or more domestic corporations, societies or organizations engaged in activities substantially similar to those of this Corporation and such corporation, society or organization must qualify as a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## Section 13

**Indemnification** The Corporation shall, to the fullest extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Board Member, Associate Board Member, and/or Ex-Officio Board member of the corporation against all expenses and liabilities, including, without limitation, attorney's fees, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any claims alleging breach of fiduciary duty brought by the Corporation or any matter in which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified Officer, Board Member, Associate Board Member, and/or Ex-Officio Board. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Board Member, Associate Board Member, and/or Ex-Officio Board under this Article shall apply to

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such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

### **ARTICLE VIII**

These Bylaws may be amended in whole or in part by an affirmative vote of the majority of the Board Members provided the Board Members have been notified at least one week prior to the meeting of the intention to amend the Bylaws and the proposed amendments have been included with such notice of intent to amend.