

Approved October 4, 2012

HHS/ED CHILDREN'S CENTER, INC
BY-LAWS

ARTICLE I
NAME & LOCATION

A. The corporate name of this non-profit organization is the HHS/ED Children's Center, Inc., d/b/a HHS/ED Learning Center, formerly known as Penthouse Nursery, Inc. (hereafter referred to as the Center). The Center shall be governed by its Board of Directors (Board), which is hereby established.

B. The Center will be housed at the Mary E. Switzer Building, 330 C Street, S.W., Washington, D.C. 20201

ARTICLE II
OBJECTIVES, PURPOSE

A. The purpose of the Center is the furnishing of childcare services to the children of the employees of the Department of Health and Human Services (HHS) and the Department of Education (ED). The Center will also admit other children. Children will be admitted to the Center from the waitlist consistent with the priority enrollment criteria set forth in the Memorandum of Agreement between HHS, ED, and the General Services Administration (GSA). The age range of the children will be established by the Center Director with the approval of the Board.

B. The Center shall have as its objective the development, safety, nourishment and education of the children enrolled with the Center using developmentally appropriate activities for the children. The staff of the Center will fulfill this objective through educational and fun activities and loving attention.

ARTICLE III
MEMBERSHIP

A. The Members of the Center shall consist of the parents and guardians of the children enrolled at the Center.

B. The Board will consist of at least seven (7) and no more than thirteen (13) voting members, and two (2) non-voting members (Board Members). The non-voting members will be the Center Director and one (1) Center staff person. The Center staff person will be selected by the Center Staff by whatever process such staff shall determine.

C. All voting Board Members' terms of office are for two years, with terms that expire at the end of the second October Annual Meeting after being elected. Co-Presidents shall have terms that expire in alternating years. Special elections may be held to fill the remainder of the term of a Board Member who resigns, or for special circumstances as identified by the

Executive Committee and approved by a majority vote of the Board.

D. Voting Board Members shall be elected in accordance with Article V.

ARTICLE IV MEETINGS, QUORUM AND RULES

A. The meetings of the organization shall consist of an Annual Meeting, and such meetings of the Board as shall be established by these By-Laws and called by the Board. The Board shall meet at least six (6) times during the Board Year. The Board Year will be from October 15 through October 14.

B. The Annual Meeting shall be held within the first fifteen days of October of each year. Notice of such Annual Meeting shall be given to parents, staff and all interested persons at least 10 days prior to the meeting date.

C. The meetings of the Board shall be determined by the Board. At least one meeting during any month in which the Board has a meeting shall be open to: parents or guardians of children enrolled at the Center, staff of the Center, HHS, ED, and GSA liaisons, and other employees of HHS and ED. Notice of open meetings shall be posted in the Center or on the Center's website in advance.

D. A quorum for all Board meetings will be based on the number of voting Board Members serving on the Board on the date of the meeting. If the number of voting Board Members is an even number, a quorum will be one-half of the number plus one. If the number is an odd number, a quorum will be one-half of the odd number rounded to the next higher whole number.

E. The meetings of the Board shall be conducted in accordance with Robert's Rules of Order, unless otherwise provided herein.

F. Open meetings will be held at HHS or ED, or in another reasonable and accessible location where any interested person may attend.

G. The Executive Committee may designate whether non-voting Board Members may attend closed Board meetings or executive Sessions of otherwise open Board Meetings.

H. The Board may vote on an item through electronic means such as by telephone or e-mail.

ARTICLE V ELECTIONS OF VOTING BOARD MEMBERS

A. The Board will maintain an active mechanism to invite interested parents, and other qualified individuals (as defined in Article VI.A) to submit their names for election to the Board. Nominations may also be made at the Annual Meeting of any present or former Board Members who desire to serve on the Board for another term.

B. At the Annual Meeting, the Board will vote on nominations to fill the open Board positions for the upcoming term. The elections will ordinarily be for two year terms, with staggered terms so that half of the Board is elected each year. Board Members may be elected to shorter terms during special elections as described in subsection V.C. Following the election at the Annual Meeting, the new Board will be installed and the Officers for the organization will be elected. Other business of the organization shall be conducted as determined by these By-Laws and the Board..

C. If a Board position becomes vacant during the Board Year, a Special Election may be held to fill the vacancy. The Special Election shall follow the same procedures set forth in this section V. The term of a Board Member elected during a Special Election shall be for the duration of the Board Year. The Board Member may be nominated for re-election at the next Annual Meeting for a full two-year term.

ARTICLE VI BOARD OF DIRECTORS

The parents and guardians of children enrolled at the Center rest in the Board the authority and responsibility for affecting the objectives of the Center.

A. Qualifications to serve on the Board. A nominee must be:

1. A parent or guardian of a child enrolled in the Center, who is in good financial standing with the Center (i.e. child care payments and deposits are not outstanding); or
2. A person who has expertise that would benefit the Board's operations.

B. Powers

The Board is charged with developing the policy and procedures for the Center's operations. The Board is further authorized to contract with any outside agency, operation, or organization to manage the Center's day-to-day operation. In the event the Board enters into a contractual arrangement with an outside entity to manage the Center, such entity shall have the direct responsibility for the running of the Center, and the Board shall have oversight responsibility of the outside entity.

C. Resignation or Dismissal

1. Board members are expected to attend meetings in order to further the ongoing work of the Board, and to promote the establishment of a quorum so that Board actions may be taken. If a Member of the Board is

unable to participate regularly in Board activities, he/she shall submit a letter of resignation to the Board upon request from the Executive Committee. Any Board Member missing five consecutive Board meetings shall be deemed to have resigned, unless the Executive Committee determines in advance that at least one of the absences was for a good cause. The Board may hold a Special Election, as described in Section V.C. above, to replace a Board Member who resigns.

2. If a Member of the Center or a Board Member believes that a Board Member is negligent in his/her duties, the following procedures must be taken:
 - a) Allegations must be presented before the Board in the presence of the Board Member being charged with negligence. This may occur at a regular meeting or special meeting of the Board. A quorum of the Board must be present.
 - b) The Board Member being charged must respond to allegations in writing to the Board within two weeks of the meeting at which the allegations were presented.
 - c) The Board must vote on retention/dismissal of the charged Board Member at a regular or special meeting of the Board. A quorum of the Board must be present.

ARTICLE VII OFFICERS

A. The Officers of the Board shall be:

1. Two Co-Presidents (preferred, although one President may serve)
2. Vice-President (optional, unless only one President is serving)
3. Secretary
4. Treasurer

The Officers are listed in the order in which they would assume responsibility of the chair. The office of the President or Co-President may only be held by an ED or HHS employee. Only one person per family may serve in an officer position at any given time. Two people may share one officer position.

B. Duties of Elected Officers

1. Co-President
 - a. Presides at the Annual Meeting and all meetings of the Board.
 - b. Appoints all standing and special committees as deemed necessary by the Board

- c. Serves as liaison, or appoints liaison with external groups, including HHS, ED and GSA;
- d. Serves as ex-officio member of all committees.

2. Vice-President

- a. Assumes the duties of the Co-Presidents in the event that the Co-Presidents are, for any reason, no longer able to exercise the functions of that office;
- b. Serves as the day-to-day liaison between the staff and the Board;
- c. Performs any duties designated by the Co-Presidents;
- d. Serves as ex-officio member of all committees.

3. Secretary

- a. Takes and post minutes
- b. Maintains all records for the Board;
- c. Keeps a register or roll of the members;
- d. Notifies members of Board meetings;
- e. Records all changes to the By-laws; and
- f. Submits any reports or other documents as required by the District of Columbia that relate to the nonprofit status of the Center.

4. Treasurer

- a. Keeps accurate financial records, reports on the financial status for the Center to the Board on a monthly basis;
- b. Signs all checks;
- c. Recommends and oversees the investment of Center funds; and
- d. Prepares and files all necessary federal and local tax returns with the applicable taxing authority. Such tax returns shall specifically include the Federal Tax Form 990.

C. Executive Committee

- 1. The Executive Committee shall consist of the Co-Presidents, Vice-President, Secretary, and Treasurer.
- 2. The purpose of the Executive Committee shall be to act on Center business and transactions during the interim period between Board meetings
- 3. The Executive Committee shall meet as necessary and may meet by telephone or other electronic transmission to manage the business of the Center.

D. Officer Resignation or Dismissal from the Board

If an officer is unable to perform the duties of the office, he/she shall submit a

letter of resignation to the Board one month prior to the effective date. The remaining board members will then vote an existing board member to the vacancy. If an Officer resigns or is dismissed from the Board, he/she must promptly relinquish all records to the Board.

ARTICLE VIII COMMITTEES

A. The Co-Presidents of the Board, by and with the approval of the Board, shall appoint all committees and committee chair. The Co-Presidents may appoint such ad hoc or special committees and their chairs as deemed necessary to carry out the objectives of the Board. Committee appointments shall be at the will and pleasure of the Co-Presidents, except that all committee appointments shall expire at the conclusion of the Annual Meeting.

B. All committees are authorized to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.

C. The following shall be standing committees of the Board:

1. Fundraising Committee: The duties of the Fundraising Committee shall be to organize coordinate, and conduct fundraising for the Center. It shall also be responsible for maintaining the Center on the Combined Federal Campaign.
2. Budget Committee: The Budget Committee shall be comprised of at least one of the Co-Presidents, the Treasurer, and may include other voting Board Members. It shall be responsible for developing an annual budget for the center, which the Committee shall present to the Board for approval at least 60 Days before the start of each fiscal year.

ARTICLE IX LIMITATION OF AUTHORITY

No action by any Member, committee, division, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the Board until it shall have been approved or satisfied by the Board.

Committees shall be discharged by the Co-President when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committee.

ARTICLE X FINANCES

A. The fiscal year for the Center shall begin on September 1 and end on August 31 of the following year.

B. Budget: The Co-President shall appoint a Budget Committee as described in Section VIII.C.2.

ARTICLE XI BY-LAWS AMENDMENTS

The President will appoint a committee whose function will be to draft amendments to the By-laws whenever a motion is made and carried by the Board to amend these By-laws.

These By-laws may be amended by a majority vote of the Board, at a meeting of the Board with notice of the meeting of the Board given to the Members of the Center at least three (3) days in advance of the Board Meeting at which such action is proposed to be taken.

ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION

In accordance with the provisions of Section 501(c)(3) of Title 20 of the United States Code, any assets belonging to the Center, located upon dissolution of the corporation will first be distributed to any successor organization deemed tax-exempt under Internal Revenue Code section 501(c)(3). If such successor organization does not exist or qualify for tax-exempt status, the court will distribute the assets as the court shall deem fit to best accomplish the objectives of the Center as described in Article II.