

BYLAWS OF DISCOVERY SCHOOL OF SAN ANTONIO, INC.
(A Texas Non-profit Corporation)
Effective June 2011

ARTICLE I
ORGANIZATIONAL STRUCTURE

Section 1 The name of this organization shall be Discovery School of San Antonio, Inc., a Texas non-profit Corporation governed by a volunteer **Board of Directors** (as defined in Article IV), and shall be referred to as "Corporation" throughout the document.

ARTICLE II
PURPOSE AND POLICY

Section 1 Purpose The purpose of this Corporation shall be the education and enrichment of young children.

Section 2 Employment Policy This Corporation is an equal opportunity employer and makes employment decisions without regard to race, religion, color, creed, gender, age, sexual orientation, national or ethnic origin.

Section 3 Admission Policy This Corporation shall not discriminate on the basis of race, religion, color, creed, gender, sexual orientation, national or ethnic origin in the administration of its educational policies, admission policies, scholarship program or other school administered programs.

ARTICLE III
CORPORATE MEMBERSHIP

Section 1 Any parent or guardian of any child currently enrolled at Discovery School of San Antonio, Inc. and any employee of this organization shall be eligible for membership in this Corporation, and shall become a member, with full voting rights, upon receipt of a signed corporate membership form.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 Purpose The purpose of the Board of Directors shall be to set and enforce business policy and to oversee financial matters including, but not limited to, fundraising.

Section 2 Number The Board of Directors shall in no case be less than 10 or more than 25 members drawn from the qualified members of the Corporation. In

addition, a non-voting position shall be made available for one representative selected by the employees.

- Section 3 Nominations The Board of Directors shall appoint a **Nominating Committee** (as defined in Article VI), which shall seek out individual applicants as well as submit a letter to the parent body seeking qualified corporate members for election to the Board of Directors. All candidates must be apprised of, and agree to, all duties and responsibilities of Board membership. Such slate shall be made known to the general membership at least one week before the **Annual Spring Meeting** (as defined in Article VII).
- Section 4 Elections The Nominating Committee shall present a slate of qualified members at the Annual Spring Meeting, who will serve as the Board of Directors for the following school term. Voting for the slate shall be by a majority show of hands. A minimum of two Board positions shall be held open until the **Annual Fall Meeting** (as defined in Article VII), where upon the Nominating Committee shall make recommendations to the Board of Directors, who shall then vote to fill the remaining openings.
- Section 5 Term of Office Board Members shall be elected for a term of one year and may be re-elected to subsequent terms. A term of office begins with his/her election and ends after the Annual Spring Meeting.
- Section 6 Qualifications Any parent or guardian who is a current or former member of the Corporation, or an alumnus of the organization, is eligible for election to the Board of Directors, provided, however, that no employee shall be considered eligible for election to the Board of Directors except as specified in Article IV, Section 2.
- Section 7 Attendance All Board of Directors are encouraged to attend all meetings (refer to Article IV, section 12) and participate in Board sponsored events. If a member misses two consecutive Board meetings, they will receive written notice from the Executive Board of missed meetings. Upon receipt of notice, the Board member can choose to: 1) provide explanation to President of Board and recommit to being a voting member (i.e. attend all other meetings and events), 2) choose to become a non-voting member (still participate with the Board, but will not count towards quorum on voting matters, refer to Article IV, section 16), or 3) submit a resignation (see Article IV, section 8).
- Section 8 Resignation Any member may resign at any time by delivering notice to the President of the Board of Directors. Such resignation shall take effect upon notice as specified. The Recording Secretary will make a record of any such resignations in the meeting minutes at the next scheduled meeting of the Board of Directors.
- Section 9 Vacancies Any vacancy occurring on the Board of Directors by reason of resignation, death or other (i.e. illness, work) of a member may be filled by a majority vote of the remaining members of the Board of Directors, and that new member shall serve for the remainder of the term that was vacated.

Vacancies shall be filled as soon as practical. Any member of the Board of Directors may make a nomination to fill a vacancy.

Section 10 Compensation No members of the Board of Directors shall receive any salaries or other compensation for their service.

Section 11 Powers and Duties The Board of Directors shall manage and direct the property and business of the Corporation with full power and authority to manage and conduct the same. The Board of Directors shall further be responsible for formulating and implementing organizational policy, for the hiring and the termination of the Director of the School, and overseeing financial policy. These actions shall be carried out by the work of the **Standing** and/or **Special Committees** (as defined in Article VI). All Members of the Board of Directors must serve on one or more of the Standing Committees or Special Committees.

Section 12 Meetings There shall be at least six regular meetings of the Board of Directors annually. The President may call special meetings of the Board and must call a special meeting upon the written request of five members of the Board.

Section 13 Action Without a Meeting Any action permitted by these bylaws or the Articles of Incorporation may be taken without a meeting if the majority of members of the Board of Directors individually and collectively consent in writing the action to be taken, called forth by the President of the Board of Directors. Such written consent shall have the same force and effect as a majority vote of the Board of Directors.

Section 14 Quorum A simple majority (50% plus one) of the Board of Directors shall constitute a quorum. If a quorum is present at a Board meeting, a motion must be passed by a majority of the members in attendance. On motions concerning hiring/disciplining or terminating School Director, or incurring debt, the motion must be passed by a super majority (two-thirds) of members of the Board of Directors.

Section 15 Motions Principle motions which require a vote by the Board of Directors should be submitted in writing to the Board of Directors, prior to the meeting where the motion will be voted on whenever possible. If a motion is not in writing, and significant time is not available to fully cover a motion, the Board of Directors may table the vote until further study can be made. A written vote can be taken at a later date as described in Article IV, section 13. Incidental motions may or may not be in writing.

Section 16 Ex-officio Members/Non-Voting Members Ex-officio members and non-voting members of the Board of Directors shall have no vote and shall not constitute a part of the quorum. These members shall be: 1) the Director of the School, 2) the current President of the Board of Directors, 3) the Board of Directors representative selected by the employees, and 4) any Board member who status changed to non-voting.

ARTICLE V
EXECUTIVE BOARD

- Section 1 Enumeration and Election of Officers The Executive Board of this Corporation shall consist of the following positions (also known as officer positions): a **President**, a **First Vice-President**, a **Second Vice-President**, **Treasurer**, **Recording Secretary**, **Correspondence Secretary**, and **Parliamentarian**, each of which shall be elected for a term of one year, with a three year term limit. No member can serve in more than one position for each term. A member can be elected to a different position in subsequent terms. The newly installed Board of Directors shall meet within three weeks after the Annual Spring Meeting to elect the Executive Board. The Officers shall be elected from among the members of the Board of Directors. In the case of two candidates for the same executive position, a written vote may be taken. It is incumbent upon the Board of Directors to notify the general membership of the newly elected Executive Board in an expedient manner. In the event of the resignation of an officer, the Board of Directors shall elect from among its members a replacement to serve the remainder of the term (see Article IV section 8).
- Section 2 The President The President shall preside at all meetings of the Corporation and of the Board of Directors unless he/she shall designate someone to preside in his/her place. The President shall be an ex-officio, non-voting member of all committees except the Nominating Committee. The President will be responsible for scheduling and notifying the Board of Directors of all meetings and providing an agenda to such meetings. The President shall have such usual powers of supervision and management as may pertain to the office of the President and shall perform such other duties as may be designated by the Board of Directors.
- Section 3 The First Vice-President The First Vice-President shall coordinate the activities of the Room Parents and hold the position of Room Parent Coordinator. The First Vice-President will serve on the Personnel Committee, and act as a liaison between the other coordinator positions (Pizza Lunch and Parent Club). The First Vice-President shall, in the event of absence, disability or resignation of the President, possess all the powers and perform all the duties of the President, until the President is able to resume his/her duties or until the Board of Directors shall elect one of its members to fill the vacancy. The First Vice-President shall perform such other duties as the President and the Board of Directors may designate.
- Section 4 The Second Vice-President The Second Vice-President will chair the **Fundraising Committee** and shall act as a liaison between the committee and the Board of Directors. This position shall also oversee/coordinate all fundraising activities including acting as a liaison with the Box Tops coordinator, other than the annual fall carnival and the annual spring benefit. The Second Vice-President shall, in the event of absence, disability, or resignation of the President and First Vice-President, possess all the powers

and perform all the duties of the President and/or First Vice-President until the President and/or First Vice-President is able to resume his/her duties or until the Board of Directors shall elect one of its members to fill the vacancy. The Second Vice-President shall perform such other duties as the President and the Board of Directors may designate.

Section 5

The Recording Secretary The Recording Secretary shall record and maintain the minutes of all meetings of the Corporation and of the Board of Directors, of which the original approved minutes shall be signed, sealed with the Corporate Seal and filed in the Corporate Records Book that shall be kept in the school office. The Recording Secretary is responsible for timely distribution of minutes to Board of Directors for review. The Recording Secretary shall record, maintain, and periodically review the Standing Rules of the Corporation with the **Standing Rules Committee**. The Recording Secretary will also be responsible for making any changes and updates to these Bylaws as part of the **Bylaw Committee**. The Recording Secretary shall perform such other duties as may be designated by the President and by the Board of Directors.

Section 6

The Correspondence Secretary The Correspondence Secretary shall execute the correspondence of the Corporation and of the Board of Directors/Executive Board. Correspondence can include the following: Nomination Letters, Scholarship Award Letters, Notices regarding missed meetings by fellow Board members, and others. The Correspondence Secretary shall be Chairman of the **Correspondence Committee**. The Correspondence Secretary shall perform such other duties as the President and the Board of Directors may designate.

Section 7

The Treasurer The Treasurer shall serve as a liaison between the Office Manager, the accountant/bookkeeper, and the Board of Directors regarding the accounting of all monies of the Corporation. The Treasurer, at each regular meeting of the Board of Directors, shall make a report of the monies received and disbursed by the Corporation. The Treasurer shall present a yearly financial report at the Annual Spring and Fall Meetings. The Treasurer shall serve on the **Financial** and **Scholarship Committees**. In addition the Treasurer will work with the Office Manager to ensure the Standing Rules are implemented for the tuition policies of the school. The Treasurer is also responsible for implementing the procedures set forth in the standing rules for any past due accounts. The Treasurer will serve on the **Standing Rules** and **Bylaw committees** when they are enacted.

Section 8

The Parliamentarian The Parliamentarian shall assure Roberts Rules of Order (refer to Article IX, section 1) are followed in all meetings of the Board of Directors. Main duties of the Parliamentarian will consist of: reviewing the agenda prior to the meeting, providing effective meeting management during meetings, advising the President during meetings as needed. Frequent advisements that may be needed include: assuring that quorums are met for any motions being voted on, monitoring discussions, and advising on when to table a discussion. The Parliamentarian shall perform such other duties as the

President and the Board of Directors may designate.

Section 9 Additional Officers The Board of Directors may vote to include additional officer positions during an annual term as deemed necessary. These positions may include President-Elect, Treasurer-Elect, or other, whose duties are voted and defined by the Board of Directors.

ARTICLE VI
DEFINITION OF STANDING/SPECIAL COMMITTEES

Section 1 Standing Committee The Standing Committees are those committees that are in continued existence. They shall include the Personnel Committee, the Fundraising Committee, the Nominating Committee, the Financial Committee, the Scholarship Committee, the Property Maintenance Committee, and Correspondence Committee. All members of the parent corporation may serve on one or more of the standing committees. All members of the Board of Directors must serve on one or more of the Standing Committees.

Section 2 Personnel Committee The Personnel Committee shall consist of three positions: President, First Vice-President, and one open position filled at the discretion of the Board. The committee shall establish guidelines and procedures for hiring/terminating the School Director, conduct an annual evaluation of the Director of the School, and assist the School Director with compiling the annual Parent Surveys.

Section 3 Fundraising Committee The Fundraising Committee shall be chaired by the Second Vice-President and shall consist of the chairperson(s) for each major fundraising event (Carnival, an annual fall family fund raising event and Benefit, an annual adult only spring fund raising event), and any number of open positions. The Fundraising Committee shall be responsible for the oversight of any fundraising events approved by the Board of Directors.

Section 4 Nominating Committee The Nominating Committee shall consist of three positions to be filled from the Board of Directors in addition to the President who shall serve as an ex-officio voting member. They shall seek out and find parents or guardians to fill vacancies on the Board of Directors. They shall also prepare and present a slate of prospective Board Members to the general membership for elections at the Annual Spring Meeting. After the Annual Spring Meeting, the committee shall prepare a slate of Officers to serve on the Executive Board and present slate to the newly installed Board of Directors for elections.

Section 5 Financial Committee The Financial Committee shall consist of the Treasurer, School Director, President, and one position. They shall review monthly financial reports, the budget and present a new budget yearly to the Board.

Section 6 Scholarship Committee The Scholarship Committee shall consist of the

President, Treasurer, Office Manager, and one position. They shall review applicants requesting scholarships and make the necessary determinations. The committee shall ensure that the scholarship families are meeting their obligations. The committee will also be responsible for periodically reviewing and updating the scholarship process and scholarship application forms. The committee will also ensure the scholarship process adheres to the Standing Rules and make recommended updates to the Standing Rules as necessarily to the Standing Rules Committee.

- Section 7 Property Maintenance Committee The Property Maintenance Committee shall consist of the School Director and one or more positions from the Board of Directors. The committee shall make scheduled reviews of grounds, play equipment, and facility, and report any necessary changes or repairs to the Board of Directors.
- Section 8 Correspondence Committee The Correspondence Committee shall consist of the Correspondence Secretary and at least three positions. They shall be responsible for all Board of Director communications to the corporate members and all other correspondence including thank-you notes resulting from fund raising events.
- Section 9 Special Committees Special Committees may be set up by the President or a majority vote of the Board of Directors consisting of members appointed by the President. These committees shall cease to exist when their work is completed and their final report is made to the Board of Directors. Special committees that are created on a regular basis (every three years) include: Standing Rules Committee and Bylaw Review committee. Other Special Committees that may be created include Grievance Committee and Negotiations Committee.
- Section 10 Standing Rules The Standing Rules Committee shall consist of the Recording Secretary, Treasurer, Office Manager, and two positions. The committee shall maintain a record of the Standing Rules of the Corporation and see that it is periodically reviewed and updated.
- Section 11 Bylaws Committee The Bylaws Committee shall consist of the President, the Recording Secretary and two positions. This committee will meet every three years to review the Bylaws and update as necessary. Any changes will need to be passed by a two-thirds majority vote of the corporate membership (refer to Article X).
- Section 12 Grievance Committee The Grievance Committee will consist of the President of the Board of Directors, an impartial teacher, and another impartial board member and will be convened any time a written grievance is received by the President of the Board of Directors. The Grievance Committee shall act as a mediator between the aggrieved parties and render a final decision regarding the grievance.
- Section 13 Negotiations Committee The committee shall consist of the School Director,

President, and Treasurer and be initiated on an as needed basis. The Negotiations Committee is responsible for negotiating all lease tenant contracts and/or negotiation of contracts for products/services in which the value is over \$2500.

ARTICLE VII
MEETINGS OF THE CORPORATION

Section 1 Membership Meetings There shall be an Annual Fall and Annual Spring Meeting held of the corporate membership. The Annual Fall Meeting of the Membership shall be held between August 20th and September 20th, the exact date to be determined by the Board of Directors, for the purpose of presentation of a yearly financial report and projection of income of fundraising events to supplement the budget, and transacting such other and further business as may properly come before it.

There shall be an Annual Spring Meeting of the Membership between April 15th and May 31st, the exact date to be determined by the Board of Directors, for the purpose of electing the Board of Directors and transacting such other business as may properly come before it. Special meetings of the membership may be called by the Board of Directors and shall be called upon the written request of fifteen members of the Corporation

Section 2 Quorum Forty members shall constitute a quorum at meetings of the Corporation.

Section 3 Voting Absentee or proxy voting shall not be permitted for any meeting of the corporate membership.

ARTICLE VIII
FISCAL YEAR

Section 1 The fiscal year of this Corporation shall be from July 1st to June 30th.

ARTICLE IX
PARLIAMENTARY AUTHORITY AND ADOPTION OF
STANDING RULES

Section 1 The rules in *Roberts Rules of Order, Revised* shall govern the organization, in all matters to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 2 The Adoption of the Standing Rules Standing Rules shall be adopted by the Board of Directors to effectuate the goals of the Corporation.

ARTICLE X
AMENDMENTS

Section 1

These Bylaws may be amended by a two-thirds majority of the members present at any meeting of the membership provided the amendments were submitted to the membership in writing at least two weeks prior to the meeting.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Discovery School of San Antonio, Texas, Inc, at its meeting held on _____.

Secretary of the Board

Date