

**BYLAWS OF
THE FAMILY CENTER**
(As amended and restated on May 13, 2011)

DEFINITIONS:

The Family Center — the legal name of the Co-op
Family Member — every family with a child at the Co-op may be a Family Member
Student Family — any family with a child at the Co-op and at least one parent is a student
Member of the Corporation — every Family Member is a Member of the Corporation
Member of the Board (Directors) — Family Members serving on the Board of Directors
Co-Chairs — Co-Chairs of the Board of Directors.
Executive Director — Executive Director of the Center.
Board Box — contains all confidential correspondences, records and notes pertaining to the Co-op.

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Article 1. Name and Form of Organization.

The name of the corporation shall be **The Family Center**. The Family Center shall be organized and operated exclusively for charitable, scientific, literary, and education purposes. The general purposes of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and section 501(c)(3) of the Internal Revenue Code. Childcare tuition, ASUO incidental fees, the USDA food program and University of Oregon Housing provide funding.

Article 2. Mission, Purpose, Objectives and Goals.

- A. **Mission.** The Co-op Family Center at University of Oregon provides affordable childcare to UO student families, as well as UO staff and the greater Eugene community. It is a cooperative effort by families and the Center staff to raise happy, healthy, compassionate and socially confident children who are prepared for challenges beyond the security of the Center.
- B. **Objectives.** The primary objectives of the Family Center are to:
1. Provide affordable quality childcare;
 2. Involve parents in the care and education of their children;
 3. Improve parenting skills through Center provided resources;
 4. Provide a model for the University, employers, and other interested groups as to the benefits of co-operative childcare; and
 5. Emphasize the family as the focus of childcare.
- C. **Goals.** The Board shall adopt at each annual retreat a statement of goals for the next fiscal year.

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Comment: New mission statement here

Article 3. Membership in the Corporation

- A. **Eligibility.** Each family with one or more children enrolled in the Family Center may become a member.
- B. **Qualification.** Each family with one or more children enrolled in the Family Center who choose to become a member shall constitute one Family Member.
- C. **Voting Members.** All Family Members shall be voting members.
- D. **Priority Order.** The services provided by the Family Center are open to all University of Oregon constituencies in the following priority order:
1. matriculated students who reside in University family housing,
 2. matriculated students at-large,
 3. faculty and staff.
- On a space-available basis, services may be provided to community members.
- E. **Student members.** Voting membership shall reflect a minimum of fifty percent (50%) University of Oregon families.
- F. **Membership Lists.** The Secretary of the Board of Directors shall review the list of enrolled children and compose an alphabetical membership list with the members' names and number of votes allotted to each member according to Article 4E of these Bylaws. The Secretary shall review and revise the membership list at the beginning of each University academic quarter. The membership list shall be made available for inspection for any Family Members prior to any meeting of the Members of the Corporation.

Article 4. Meetings of Members of the Corporation.

- A. Annual Meetings. The annual meeting of the Members of the Corporation for the call for new members to serve on the Board of Directors and such other business as may properly come before such meeting shall be held during Fall Term of each year. The Co-chairs or any other officer of the Board of Directors shall report on the activities and financial condition of the Corporation at every annual meeting of the Corporation. Childcare shall be provided by the Family Center for all annual meetings of the Members of the Corporation.
- B. Special Meetings. A special meeting of the Members of the Corporation may be called at any time by order of:
 - 1. the Board of Directors of the Family Center; or
 - 2. by a petition signed by no less than five percent of the Members of the Corporation which is dated and delivered to the Secretary of the Corporation at least 30 days before the meeting. The petition shall describe the purpose of the meeting.
- A. Notice. Written notice of any meeting of the Members of the Corporation shall be given not less than seven nor more than thirty days before the day on which such meeting is to be held by mailing copies of the notice by first class mail and by posting copies of the notice in the foyer of the Family Center facility and in each classroom in a conspicuous location. The notice shall state the date, time, place and purposes of the meeting, and who called the meeting.
- D. Quorum. Five percent of the Members of the Corporation shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present may, by resolution, adjourn the meeting for a period not exceeding thirty days.
- E. Voting. At each meeting of the Members of the Corporation, all matters shall be decided by the “consensus-seeking model” described in Article 9A herein. Unless otherwise required by law, or otherwise provided in these By-laws, each Family Member present shall be entitled to cast one vote as needed. Voting by proxy shall not be allowed.

Article 5. Board of Directors

- A. Powers. The activities, affairs, and property of the Corporation shall be managed, directed, and controlled, and its powers exercised by, and vested in the Board of Directors.
- B. Voting Directors. The Board of Directors shall consist of not less than four or more than twelve directors. **It is the preference that the majority of the Board of Directors be made up of Parents who have children in the Family Center.** Spencer View Community Tenants Council and/or the Associated Students of the University of Oregon may each nominate a director. Any remaining director position may be filled by people either affiliated or unaffiliated with the Corporation. No paid staff member of the Corporation shall be a Director of the Corporation.

- C. Appointment of Directors.
 1. The Directors shall be confirmed each year at the annual meeting of the Members using the “consensus-seeking model” described in Article 9.
 2. Throughout the year, the Board may appoint new directors.
 3. Directors shall serve for a term ending at the July meeting of each year or until a successor is elected or appointed. Directors may be reelected for additional terms.

- A. Responsibilities of Voting Directors. The Board of Directors shall conduct an annual review of the responsibilities of the Directors.
- B. Ex-Officio Directors. The Board of Directors may appoint as ex-officio directors to serve in an advisory capacity to the Board people who hold the following positions:
 1. The ASUO Non-Traditional Coordinator
 2. One Representative from University of Oregon Child and Family Services
 3. One Representative from University Housing
 4. One Lead Teacher Representative

In addition, the Board may appoint no more than four individuals from any sector of the community-at-large as ex-officio directors. Ex-officio directors shall have no voting authority.

- F. Vacancies. The Board of Directors may fill any vacancy on the Board. A Director thus appointed shall serve for the unexpired term of the predecessor of the position created. The Membership shall be notified of any change in the fixed number of Board Directors and of the positions filled. The Board may vacate the seat of any Director who misses two consecutive regular Board meetings, or misses one regularly scheduled Board meeting without an excuse. The Board shall give to the affected Director, and to the Membership, a minimum of two weeks written notice that the position will be vacated at the next Board meeting.

- G. Resignation. Any Director may resign at any time by delivering a written resignation to one of the Co-Chairs or the Secretary. The acceptance of any such resignation shall not be necessary to make it effective.
- A. Removal. Any Director may be removed at any time by a decision of the Members of the Corporation by the “consensus-seeking model” described in Article 9 at a meeting of the Members. Written notice of the proposed removal shall be mailed to each Director five days before the meeting at which it will be discussed. The Director subject to possible removal will not be eligible to vote on the removal. This section may be amended or repealed only by a majority vote of all Members of the Corporation.
- I. Other Meetings. Regular meetings of the Board of Directors shall be held once each month at the Family Center facility, the date of which shall be agreed upon by the then serving Directors. Additional meetings shall be held at any time when called by order of one of the Co-Chairs of the Board or any three voting Directors. All meetings of the Board, except when in executive session, shall be open to the attendance of the Members of the Corporation.
- J. Minutes of the Meetings. Records of all meetings of the Board of Directors and any committees shall be taken and be made available to the Membership. Proceedings of

executive sessions are excluded from this provision and will be kept in the Board box.

- K. Notice. Unless otherwise stated in these Bylaws, notice of regularly scheduled meetings of the Board of Directors shall not be required. Written notice of any special meeting of the Board of Directors shall be delivered to each Director less than five days before the day on which the meeting is to be held. The notice shall state the date, time, place and purpose of the meeting.
- L. Quorum. A majority of the voting Directors shall constitute a quorum. In the absence of a quorum, a majority of the voting Directors present may, by resolution, adjourn the meeting for a period not exceeding ten days.
- M. Decision-making. At all meetings of the Board of Directors, except as otherwise expressly required by these Bylaws, all matters shall be decided by the “consensus-seeking model” described in Article 9 of these Bylaws of the Directors present at a meeting.
- N. Reports. The Board of Directors shall present at each annual meeting of the Members of the Corporation an annual report of the Corporation’s activities during the preceding year. Additional reports may be required by vote of the general Membership for the Corporation.
- O. Action by Board of Directors Without a Meeting. Any action by the Board of Directors may be taken without a meeting if all of the Directors shall consent in writing to the action. A written record of the consent of each Director shall be filed with the minutes of the proceedings of the Board, and the action taken shall have the same force and effect as a unanimous vote of the Directors. Electronic mail and documentation is acceptable as written record.

Article 6. Committees

- A. Executive Committee. Board of Directors may appoint an Executive Committee and may delegate to the Executive Committee authority to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions. The Executive Committee shall be composed of all the Officers of the Corporation and any other Directors elected by the Board.
- B. Finance Committee: The Board of Directors may establish a Finance Committee which shall include the Treasurer as Chair. The duties and responsibilities of the Finance Committee, in addition to the powers and duties delegated to the committee by the Board of Directors, shall include the oversight of the accounting records of the Corporation and the fiscal integrity of the Corporation.
- C. Development Committee: The Board of Directors may establish a Development Committee. The duties and responsibilities of the Development Committee, in addition to the powers and duties delegated to the committee by the Board of Directors, shall include responsibility for the long-range fundraising activities of the

Corporation and shall work co-operatively with the PTC fundraising committee on short-range fundraising.

- D. **Personnel Committee:** The Board of Directors may establish a Personnel Committee. The duties and responsibilities of the Personnel Committee, in addition to the powers and duties delegated to the committee by the Board of Directors, shall include the following:
 - 1. The duty to act as the Grievance Committee in disputes involving the Corporation and the employees of it, Members of the Corporation, and members of the community-at-large.
 - 2. The duty to make recommendations, upon consultation with members of the staff, to the Board of Directors regarding personnel policies to be adopted by the Corporation.
 - 3. The duty to oversee the annual evaluation of the Executive Directors of the Corporation.
- E. **Other Committees.** The Board of Directors may establish other committees which shall have such duties as the Board of Directors may determine. Committees designated under this section that exercise any function of the Board of Directors shall be composed of two or more Board members, elected by the Board of Directors. Other committees may include, but are not limited to:
 - 1. **Hiring Committee:** The Board of Directors may establish a Hiring Committee to hire the Executive Director(s).
- F. **Conduct of Committees.** The presence of a majority of the Members of a committee shall be necessary to constitute a quorum for transaction of business by that committee. Meetings of all committees, with the exception of executive sessions, shall be open. Committees shall report on their activities at Board of Directors meetings. Any committee may be abolished or any member thereof removed, with or without cause, at any time by the Board of Directors.
- G. **Limitations on the Powers of Committees.** No committee may approve dissolution, or any transfer of all or substantially all of the Corporation's assets; nor may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal these Bylaws.

Article 7. Officers

- A. **Title.** The Officers of the Corporation shall be Board Members and include two Co-Chairs, Treasurer, and Secretary. All Officers of the Corporation shall be Family Members as defined in Article 3B.
- B. **Appointment and Term of Office.** Treasurer and Secretary shall be appointed by the consensus-seeking model by the Board of Directors each year at the May meetings and shall serve a one-year term. Co-Chair positions shall be appointed by the consensus seeking model by the Board of Directors each year at the May meeting and shall serve a two-year term. Co-Chair positions will alternate with only one Co-

Chair position opening each year. An officer may be reelected without limitations on the number of terms he or she may serve.

- C. Resignations. Any officer may resign at any time by delivering a written resignation to a Co-Chair or the Secretary. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make it effective.
- D. Removal. Any officer may be removed at any time by a decision of the Directors of the Corporation by the “consensus-seeking model” described in Article 9 at a meeting of the Directors. Written notice of the proposed removal shall be mailed to each Director five days before the meeting at which it will be discussed. The officer subject to possible removal will not be eligible to vote on the removal.
- E. Vacancies. The Board of Directors may fill any vacancy in any office for the unexpired portion of the term.
- F. Duties of the Co-Chairs. Co-Chairs preside at all meetings of the Board and Membership; act as the public representative of the Corporation; and shall see that all orders and resolutions of the Board of Directors are carried into effect. Other powers and duties not inconsistent with these Bylaws may also be assigned to the Co-Chairs by the Board of Directors.
- G. Duties of the Secretary. The Secretary shall keep the records of the minutes of all meetings of the Board of Directors, of the Executive Committee, and of the Members of the Corporation at the Family Center facility in one or more books provided for that purpose. Minutes shall include the time and place of the holding of the meetings, how they were called or authorized, the notice given thereof, the names of those present, and the proceedings thereof. The Secretary shall see that all notices are given in accordance with the provisions of the Bylaws, shall be custodian of all records and documents, shall keep a list of all members and their mailing addresses; and, in general, shall perform all other duties not inconsistent with these Bylaws, as are incident to the office of the Secretary, or as may be assigned by the Board of Directors or the Co Chairs of the Corporation.
- H. Duties of the Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation. The Treasurer, or a delegated staff member of the Corporation, shall carry out the following:
 - 1. Render a statement of his or her account to the Board of Directors at such times as may be requested and at least on a quarterly basis;
 - 2. Submit a full financial report to the Membership at the annual meeting of the Members of the Corporation;
 - 3. Exhibit the books of the account of the Corporation and documents of the Corporation in his or her custody to any Director or designee of the Board of Directors upon request;
 - 4. Arrange for audits of the Corporation’s financial accounts; and
 - 5. In general, have such other powers and perform such other duties, not inconsistent with these Bylaws, as are incident to the office of Treasurer or as

may be assigned to him or her by the Board of Directors or a Co-Chair of the Corporation.

6. The Board of Directors may require the Treasurer to give a bond for the faithful discharge of his or her duties in such sum and form and with such surety as the Board of Directors may determine. The cost of such bond shall be borne by the Corporation.

Article 8. Executive Director.

The Executive Director shall be the chief administrative officer of the Corporation. He or she shall be hired by the Board to conduct all personnel matters except for those specifically reserved to the Personnel Committee; sit as a nonvoting Member on the Board; and perform any other duties incident to the administration or operation of the Corporation or as directed by the Board. The Executive Director shall report on corporate activities at all Board or Executive Committee meetings. The Executive Director may delegate his or her non-voting membership on committees.

Article 9. The “Modified Consensus Model” of Decision-Making.

All decisions made by the Members of the Corporation, the Board of Directors or any committee of the Board of Directors shall use the following decision-making process. At the annual meeting each year, an explanation of the process will be supplied by the Board of Directors to the Membership.

Consensus is a decision-making process in which all parties involved explicitly agree to the final decision. Consensus decision-making does not mean that all parties are completely satisfied with the final outcome, but that the decision is acceptable enough to all parties to allow them to support the group in choosing it. The Family Center uses consensus seeking because it stresses the Co-operative development of a decision with group members working together. The Family Center modifies the consensus process as follows:

- A. When a decision has a timeline or deadline (decided by the Board or mandated by others) we attempt consensus two times. If a decision is not reached through consensus, we hold a vote, requiring an 80 percent majority to pass.
- B. If an individual blocks a decision, that person takes on the responsibility of presenting another proposal or working with a committee to present a proposal.
- C. When issues arise that require extended discussion, a separate meeting is called, so people can express themselves on the issue. A report from the committee is then presented at the following monthly meeting.
- D. When issues need further research, a committee is formed to study the issue and present information to the monthly meeting.

Article 10. Deposits Checks, Loans, Contracts, Etc.

- A. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors may determine.
- B. Checks. All checks, drafts, endorsements, notes, and evidence of indebtedness of the Corporation, and all endorsements for deposits to the credit of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as shall be determined by resolution of the Board of Directors.
- C. Loans. No loans or advances shall be contracted on behalf of the Corporation, and note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other real or personal property at any time held by the Corporation.
- D. Contracts. The Executive Director, or any officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Article 11. Compensation of and Contracts With Executive Directors of the Co-op and Members of the Board.

No Director or Officer of the Corporation shall receive, directly or indirectly, any salary, compensation, with the exception that each Director may receive co-oping credit. No director or officer of the Corporation shall be interested, directly or indirectly, in any contract or transaction relating to the operations conducted by the Corporation or the Family Center, nor in any contract for furnishing services or supplies to it. Expenses incurred by Directors related to Board services may be reimbursed by the Corporation. In certain circumstances exceptions may be made for compensation and/or contracts with executive directors of the Co-op and members of the Board using the following procedure (as defined by IRS Form 1023 Instructions pg. 25; Article III, and ORS 65.361):

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Article 12. Indemnification of Officers and Directors.

The Corporation shall indemnify its officers and directors to the fullest extent permitted under Oregon law.

Article 13. Amendment to Bylaws.

Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be enacted by decision of the Board of Directors made under Article 9 of these Bylaws. Notice of the proposed amendment with a copy of the proposed amendment, shall be presented to every Director at least five days prior to the meeting at which the proposed amendment or repeal is acted upon.

Article 14. Grievances.

Any Member of the Corporation may in writing present a grievance to the Board. Staff must first present grievances to the Executive Director and, if the issue is unresolved, then may present them in writing to the Board. The Personnel Committee of the Board shall review grievances filed by any party.

Article 15. Dissolution.

Upon dissolution of the Corporation, the Board shall, after paying or making provision of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in a manner consistent with the purpose of the Corporation as set forth in Article 2, and to an organization which shall at the time qualify as an exempt organization under §501(c)(3) of

the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.