

Kid Ease Child Care Center, Inc.

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BYLAWS

For

Kid Ease Child Care Center, Inc.

ARTICLE I. NAME.

The name of the Corporation shall be Kid Ease Child Care Center, Incorporated, a California Nonprofit Public Benefit Corporation.

ARTICLE II. PRINCIPAL OFFICE.

The principal office for the transaction of business of the Corporation is fixed and located at 1001 I Street, in the City of Sacramento, County of Sacramento, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from this location.

ARTICLE III. PURPOSE.

The specific purpose of this Corporation is to establish and operate a child care center including: provide child care; provide a safe, nurturing environment in which children can grow and develop; provide carefully planned educational programs which enrich each child's experience; consider the total development of each child, including the social, emotional, physical, and intellectual needs; and provide and maintain space, equipment, and staff in conformance with State licensing requirements for child care centers.

ARTICLE IV. NONDISCRIMINATORY POLICY.

Kid Ease Child Care Center admits children of any race, color, national or ethnic origin, sex, and religion to all the rights, privileges, programs, and activities generally accorded or made available to children at the Center. It does not discriminate on the basis of administration of its educational policies, admission policies, scholarship and loan programs, and athletic or other school-administered programs.

ARTICLE V. BOARD OF DIRECTORS.

Section I. Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and California law, all corporate powers of the corporation shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the general powers, the Board of Directors shall have in addition to other powers enumerated in these Bylaws, the powers to:

- A. Select and remove all agents and employees of the Corporation; remove officers; and prescribe such powers and duties for the agents, employees and officers as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws;

- B. Conduct, manage, and control the affairs and business of the Corporation, and make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws;
- C. Borrow money and incur indebtedness for the purposes of the Corporation, and, for that purpose, cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities;
- D. Make contracts on behalf of the Corporation;
- E. Accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation; and
- F. Appoint committees and/or consultants to assist in carrying on the business of the Corporation. The Board may, by resolution, set the qualifications, number, and tenure of the committees and/or consultants.

Section II. Number and Qualification. There shall be eight (8) Directors; all are voting Directors who shall be elected from the general membership of the Corporation. The Board of Directors shall be comprised of four (4) Officers, three (3) Directors-at-Large, and one (1) Building Management Representative. No fewer than four (4) of the voting Directors shall be state employees. Other Directors may include child care experts, and others who are interested in enhancing the provision of child care services to State employees and others in the greater Sacramento area. The general membership may elect two (2) members to share the duties of a single voting Director position, in which case those two (2) members shall each be allotted one-half (1/2) of a vote at meetings of the Board of Directors.

Section III. Duties. It shall be the duty of the Directors to:

- A. Perform any and all duties imposed on them collectively or individually by these Bylaws.
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- C. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.
- D. Meet at such times and places as required by these Bylaws.
- E. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section IV. Election, Appointment, and Term of Office. Directors shall be elected at an Annual Meeting of members. Officers of the Corporation shall be elected to a one-year term of office; Directors-at-Large to a two-year term of office. Any Director may be elected to more than one

consecutive term of office. If any Annual Meeting is not held, or the Directors are not elected at any annual Meeting, they may be elected at any special members' meeting, and shall hold office until expiration of the term for which elected or until a successor has been elected and qualified. Such elections shall be carried out according to the procedures outlined in Article X of these Bylaws.

Section V. Vacancies. A vacancy or vacancies in the Board of Directors shall be deemed to exist or the occurrence of the following:

- A. The death or recall of any Director.
- B. The increase of the authorized number of Directors.
- C. The failure of the general membership, any meeting of members at which any Director or Directors are to be elected, to elect such Directors.
- D. The resignation of any Director. Except as provided in this paragraph, any Director may resign, which resignation shall be effective 30 days after written notice is given to the President of the Board, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would be left without a duly elected Director or Directors in charge of its affairs. Resignation will not relieve the Director of any responsibilities or charges as yet unfulfilled.

Vacancies among the elected Board members may be filled by appointment by a quorum of the directors, or by election as set out in Article X of these Bylaws.

Section VI. Places of Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at any time and at any place determined by a resolution of the Board of Directors.

Section VII. Special Meetings.

Subsection A. Authorized Call.

A special meeting of the Board of Directors of this Corporation shall be held at any time by the Chairperson of the Board of Directors, if any, the President or any Vice President, or the Secretary and two Directors.

Subsection B. Notice.

(i) Manner of Giving. Notice of the time and place of a special meeting shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail; (c) by the telephone either directly to the Director or to a person at the Director's address who would reasonably be expected to communicate such notice promptly to the Director; (d) by telegram; or (e) by electronic mail. All such notices shall be given or sent to the Director's address, telephone number, or electronic mail address as shown on the current records of the Corporation.

(ii) Time Requirements. Notice shall be given within a reasonable time before the time set for the meeting. Waiver of notice requirements by all the Directors shall be recorded in the minutes of the meeting.

Section VIII. Quorum. Five (5) voting members of the Board of Directors present at a meeting, either in person or by telephone, shall constitute a quorum for the transaction of business, except to adjourn as provided in Section X of this Article. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law; especially those provisions relating to (i) approval of contracts or transactions in which a Director has direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section IX. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made apart of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section X. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section XI. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the majority of the members of the Board, individually or collectively, consent in writing to that action. Such written consent shall be filed with the minutes of the proceedings of the Board.

Section XII. Fees and Compensation of Directors. Directors and members of committees shall be unpaid, but may receive such reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE VI. OFFICERS

Section I. Officers. The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. No one person may hold more than one office at any given time.

Section II. Election and Term of Office. The Officers shall be elected annually by the voting membership, according to the procedures outlined in Article X of these Bylaws. The Directors-At-Large shall be elected biennially by the voting membership, according to the procedures outlined in Article X of these Bylaws. The term of all Officers shall not exceed one year, and the

term of all Directors-At-Large shall not exceed two years; however, Officers and Directors may maintain their positions until their successors have been duly elected. Successors to Officers and Directors leaving before their terms have expired shall be elected according to the procedures outlined in Article V, Section V, of these Bylaws. Such elected Officers and Directors shall only serve out the term of the Officers and Directors they replace.

Section III. Duties of the President. The President shall preside at all meetings of the Board of Directors. He/she shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs for the Corporation. The President shall be an ex-officio member of all committees.

Section IV. Duties of the Vice President. The Vice President shall, in the absence of the President, perform all of the duties of the President, and in so acting shall have all the powers of the President.

Section V. Duties of the Secretary. The Secretary shall keep a full and complete record of the proceedings of all meetings, shall supervise the keeping of records of the Corporations, shall make service of such notice of meetings as may be necessary or proper, and in general shall perform all the duties incident to the Office of Secretary. The Secretary shall, at reasonable time and on request therefore, exhibit to the Director of the Corporation, or his or her attorney or agent, the membership book, the Bylaws, and the minutes of the proceedings of the Directors of the corporation. In the absence of both the President and Vice President at a regular meeting, the Secretary shall perform all of the duties of the President and, in so acting, shall have the powers of the President.

Section VI. Duties of the Treasurer. The Treasurer shall keep the business records of the Corporation, receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated as the official depository of the Corporation, disburse funds as are required and necessary for the efficient operation of the corporation, and keep the books of the Corporation current at all times.

Section VII. Duties of the Director-At-Large Building Facilities. The Building Facilities shall act as a liaison between the Board of Directors and the Building Management Company, the City of Sacramento, Cal/EPA, the Department of General Services, and any other state agency.

Section VIII. Resignation. Officers may resign as Officers by submitting a written resignation to the Board at any meeting of the Board. The resignation shall be effective 30 days after receipt, unless a longer period is stipulated. Resignation as an Officer does not necessarily mean resignation from the Membership of the Corporation.

Section IX. Recall. Officers, as members of the Board of Directors, may be recalled for cause by the procedure outlined in Article XI of these Bylaws.

ARTICLE VII. COMMITTEES

Section I. Committees. Committees shall be set up to carry out the purpose of the Corporation upon the approval of the Board of Directors. Committee representatives shall report on the progress of their committees at the meeting of the board when appropriate.

Subsection A. Chair. A Chair shall be elected by the members of each committee in accordance with the committee's own rules, excepting that such election must take place at least once a year. The President shall be responsible for coordinating the activities of the committee and chairing its meeting.

Subsection B. Membership. Any interested member of the Corporation may be a member of a committee.

Section II. Ad Hoc Committees. The Board of Directors, by a majority vote, may set up and dissolve ad hoc committees, from time to time, as the need arises.

Section III. Rules. Each committee, standing and ad hoc, may adopt rules for its own governance, meetings and procedures, consistent with these Bylaws.

Section IV. Authority. The designation of standing and ad hoc committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it, him, or her by law.

ARTICLE VIII. MEMBERS

Section I. Classes, Qualifications and Rights of Members. The Corporation shall have two classes of members, designated as follows: State employees and non-State employees. At least 51% of all members must be State employees. Members of each class shall have equal rights, except that, with regard to enrollment in the child care center, in the event there is insufficient space to accommodate all members who desire to enroll a child or children in the center, priority in enrollment will be given to the child or children of State employee members.

The qualifications of the members will be as follows:

Any State employee who participates in the activities of the Corporation or who contributes time, goods, or money to the corporation, and who notifies the Secretary, in writing, of his or her intent to become a member, may be a member of the Corporation.

The parents or legal guardians of a child or children who are enrolled in Kid Ease Child Care Center, Inc.

There will be a service requirement of three (3) hours per calendar quarter by each family enrolled. Methods of fulfilling this service requirement will be established by vote of the Board of Directors from time to time.

Section II. Voting Rights. Each member shall be entitled to one vote at each annual election of the Board of Directors and on any matter submitted to a vote of the general membership.

Section III. Transfer of Membership. Membership in this Corporation is not transferable.

Section IV. Resignation. Any member may resign by filing a written resignation with the Secretary. Resignation will not relieve the member of the obligation to pay any charges or fulfill any responsibilities already incurred by the member. The resignation will be effective, unless otherwise specified by the member, upon receipt by the Secretary.

Section V. Termination of Membership. The membership may suspend or terminate an individual member for cause after the procedure outlined in Article XI of these Bylaws has been compiled with in full.

ARTICLE IX. MEETINGS OF MEMBERS

Section I. Annual Meeting. An annual meeting of the membership of the Corporation shall be held at a place designated by the Board of Directors at least once per calendar year for the purposes of electing members of the Board of Directors and for the transaction of any other business that may come before the meeting.

Section II. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the general membership.

Section III. Notice of Meetings. Sufficient notification will be given to the members stating the place, date, and hour of the meeting not less than five (5) and not more than thirty (30) days prior to a meeting. In case of a special meeting, the purpose for that meeting shall be stated in the notice.

Section IV. Quorum. A quorum shall consist of ten percent of the voting membership. If a quorum is not present at any meeting, a majority of the members present may adjourn the meeting after setting a new date and time for the membership to meet.

Section V. Proxies. At any meeting of members, a member entitled to vote may vote by proxy, if that proxy is in writing and signed by the member. No proxy will be valid after 90 days after the date of its signing, unless otherwise stated in the proxy.

ARTICLE X. ELECTION OF DIRECTORS AND OFFICERS

Section I. Nomination and Solicitation of Votes.

Subsection A. Nominating Committee. The Board of Directors shall appoint a committee of three to five members to select qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of such Directors and Officers. The Nominating Committee shall make its report at least fifteen (15) days before the date of the election, and the Secretary shall forward to each member a list of candidates nominated, by office.

Subsection B. Nominations by Members. Members representing 5 percent of the membership (or 5 members, which ever is greater) may nominate candidates for election as Directors or as Officers at any time before the 30th day preceding such election. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the Nominating Committee.

Subsection C. Nominations from the Floor. At a duly held meeting to elect Directors and Officers, any member present at the meeting in person may place names in nomination. Vote shall be by secret written ballot.

Subsection D. Method Prescribed by the Board of Directors. The Board of Directors may prescribe some other reasonable method to identify qualified candidates for election to the Board of Directors and as Officers of the Corporation and to conduct the election.

Section II. Vote Required Electing Directors and Officers. Candidates for the Board of Directors receiving the highest number of votes shall be elected as Directors. The candidate for each office receiving the highest number of votes for that office shall be elected to that office.

ARTICLE XI. RECALL OF BOARD MEMBERS AND SUSPENSION OR TERMINATION OF MEMBERSHIP.

Any Board member may be recalled or any member suspended or terminated for cause in accordance with these procedures:

- A. A petition stating the cause for recall, suspension or termination and signed by at least ten qualified members shall be submitted to the membership at a regular or special general meeting.
- B. During such a meeting, a hearing shall be set to take place during the next regular or special general meeting. The attendance at this hearing shall be limited to voting members and general members.
- C. The member charged in the petition must be notified of the hearing and provided with a copy of the petition at least one week in advance of the hearing. At the hearing the member shall be entitled to answer the charges and make his/her own statement.
- D. At least a quorum of qualified members must be present during the hearing. A majority vote of those present is necessary for recall, suspension or termination of membership.
- E. Appropriate subsequent action shall be taken by the Board of Directors.

ARTICLE XII. AUTHORIZED REPRESENTATIONS.

No member of the Corporation, whether as a Director, and Officer, or a general member, shall purport to represent the Corporation, give out any information for publication or purport to bind the Corporation in any manner whatsoever unless he/she is authorized to do so by the Board of Directors or by the Bylaws. No member of the Corporation shall communicate the business of the Corporation in a manner detrimental to the best interests and purposes of the Corporation.

ARTICLE III. POLICIES.

The Board of Directors is empowered to establish policies as deemed necessary and shall periodically review such policies and make amendments as deemed necessary.

ARTICLE XIV. AMENDMENTS.

The general membership of the corporation, subject to limitations contained in the Articles of Incorporation and the Nonprofit Corporation Law of the State of California, may repeal, amend, or add to these Bylaws or adopt new Bylaws by a resolution of the majority of the membership present at a duly noticed meeting where a quorum is present.

ARTICLE XV. DISSOLUTION.

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, liabilities and obligations of the Corporation, the remaining assets of this Corporation shall be distributed to one or more child care organizations which are recommended by the State Child Care Program or its successor and which have established their tax-exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVI. OTHER PROVISIONS.

Section I. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be generator confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section II. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by Law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by any two of the following: President, Vice President, Secretary, Treasurer.

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

Section IV. Books and Accounts. The Corporation shall maintain adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.