

KENSINGTON NURSERY SCHOOL

**ARTICLES OF INCORPORATION
(BYLAWS/CONSTITUTION)**

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KENSINGTON NURSERY SCHOOL, INC.

**ARTICLES OF INCORPORATION
OF
KENSINGTON NURSERY SCHOOL**

FIRST: The name of the organization shall be Kensington Nursery School, Inc.

SECOND: The purpose of the organization shall be to establish, maintain, and conduct a non-profit, education, cooperative nursery school in the vicinity of the Town of Kensington, Maryland. The post office address is Kensington Nursery School, 3202 Decatur Avenue, Kensington, MD 20895. Kensington Nursery School is a Maryland corporation and has been incorporated since May 5, 1955.

THIRD: The corporation is not authorized to issue capital stock.

FOURTH: The ultimate authority for governing and operating the school is the Governing Board which is headed by a President. The ownership of the school lies with the membership. The Governing Board makes policy decisions, the President makes administrative and staff related decisions and the membership makes constitutional/bylaw decisions by a two-thirds majority vote. More details related to governing are discussed in Section III of the Bylaws.

FIFTH: The corporation shall be governed by bylaws which may also be referred to as the constitution.

BYLAWS

I. MEMBERSHIP

Section 1. Definition of Membership

Membership, faculty, and administration shall not be restricted by consideration of race, sex, religion, and/or national origin. Membership in the organization shall consist of the parents and guardians of the children enrolled in the school.

Section 2. Procedures for Prospective Members

- a. Visit the school if it is in session.
- b. Make written application accompanied by registration fee.
- c. (Optional) Have interview with teacher and a member of the membership committee.

Section 3. Duration of Membership

Members shall enroll for not less than one school year or the balance of the school year. The Governing Board shall have the right to require the resignation of any member if the member fails to comply with the policies of the school and/or is found to be uncooperative. The Governing Board shall have the right to require withdrawal of any child in the school upon the recommendation of the child's teacher.

Section 4. Withdrawal

Members shall be allowed to withdraw prior to the end of the school year only in the following cases:

- (1) serious and prolonged illness;
- (2) permanent removal of the family from the area; or
- (3) mutual agreement between member and teacher.

Any parent who wishes to withdraw should notify the Vice-President.

Section 5. Duties of Members

- a. To be familiar with and comply with school policy and participate in its formulation.
- b. To obey school health and safety rules.
- c. To be responsible for the transportation of the children.
- d. Each member of the school must accept some administrative responsibility.
- e. Members are expected to attend business and special meetings.
- f. Participate in the classroom.
- g. Contribute to the maintenance of the school:
Members shall be required to fulfill a number of work hours determined by the Governing Board, and to help with the maintenance of the building, equipment and grounds.

Section 6. Leaves of Absence

- a. A member may be given temporary non-cooperative status, that is, to be excused from transportation and assistance at school duties, at the discretion of the Governing Board.
- b. In the event that a death occurs in the immediate family (son, daughter), a member may be granted a thirty-day bereavement leave excusing him/her from school participation. During such leave, tuition must still be paid.
- c. In the event of the death of a nursery child's parent, the school shall assume all of that member's obligations and responsibilities, if necessary.

Section 7. Meetings

- a. A business meeting (also referred to as General Membership Meetings) of the members shall be held at least twice per year or as necessary.
- b. The Governing Board shall meet monthly to conduct the business of the school.
- c. Each year, teachers shall have at least one meeting with the parents of the children in his or her class.
- d. A special meeting of the members shall be called upon the vote of the Governing Board or upon written request to the President, signed by not fewer than three members.
- e. A special meeting of the Governing Board shall be called upon written request to the President, signed by any member.
- f. Members will be notified of each meeting.

- g. Robert's Rules of Order shall be the parliamentary authority, unless in conflict with these Bylaws, in which case these Bylaws shall take precedence.
- h. A majority of the members of the organization in good standing shall constitute a quorum. A quorum of the Governing Board shall consist of a simple majority.
- i. Each family shall have one vote for each child it has currently enrolled in the school. Either parent may cast the family vote or votes.

II. TUITION AND FEES

Section 1. Determination of Tuition and Fees

- a. The registration fee and tuition for the following school year shall be determined by the Governing Board after receiving the recommendation of the Treasurer. The schedule of fees and tuition shall be subject to approval by the membership.
- b. Special financial assessments may be levied on members during the school year by a three-quarters affirmative vote of those present at a business meeting. The membership shall be informed at least three days in advance of the meeting that a vote will be taken on a special assessment.
- c. A non-refundable registration fee shall be paid at the time of application for enrollment.

Section 2. Fiscal Year

The school's fiscal year shall begin on the first day of July. The school year, for the purpose of computing tuition and salaries, shall be considered to consist of ten months beginning in September.

Section 3. Due Dates

The due dates for tuition and other financial obligations of the membership shall be determined by the Governing Board. The due dates shall be arranged so as to provide approximately one month's financial protection to the school.

Section 4. Refund of Tuition

Applications for partial refund of tuition, in the case of extended illness or economic hardship, may be made to the Governing Board. The Governing Board will act upon it without recourse to the membership.

Section 5. Scholarship Reserve

The scholarship reserve shall be administered by the Scholarship Committee to be appointed by the Governing Board.

Section 6. Withdrawal

A member who withdraws before the end of the school year is responsible for giving 30 days prior written and verbal notification to the Vice-President of intention to withdraw. Any tuition paid, including the final month's tuition, is non-refundable.

Section 7. Late Enrollment

For members who enter late, the tuition shall be computed to the nearest quarter month, between enrollment and the previous tuition date. Registration fee and last month's tuition are required of late registrants.

III. ORGANIZATION

Section 1. Governing Board

The Governing Board shall consist of the following elected positions: President, Vice-President, Treasurer, Secretary, MCPPNS Delegate, and the chairmen of the following standing committees: Membership, Participation, Fundraising, Maintenance, and Newsletter.

Section 2. Nominations and Election of Governing Board

- a. The annual election of the officers: The President shall appoint a nomination committee, made up of all members not returning the following year, which shall prepare a slate of nominations to be presented at the Spring General Membership Meeting. This slate must be published (via school newsletter, bulletin board or lunch box flyer) prior to the Spring General Membership Meeting. Nominations may also be made from the floor, with the prior consent of the nominees. Election shall take place at that meeting. In order to provide for continuity in the conduct of school business, the position of President must be filled by a member who has previously served on the Governing Board. The outgoing and incoming officers shall attend the May Governing Board meeting, at which time the incoming officers shall assume full duties.
- b. An officer may resign by giving two weeks written notice to the Governing Board. The members, by two-thirds vote of those present at a business meeting, may remove any officer. Vacancies among officers, however occurring, shall be filled by a vote of the Governing Board until the next meeting of the membership, when election shall take place.

Section 3. Duties and Powers of the Governing Board

- a. The Governing Board shall recommend and administer the policy of the organization in compliance with the Bylaws and resolution adopted by the general membership. It is incumbent upon the Governing Board to inform the general membership of matters pertaining to policy formulation. Final constitutional authority rests with the general membership.
- b. The Governing Board shall have the power to establish committees as may be found necessary.

- c. The Governing Board shall ensure that the school meets all standards set by the Maryland State Department of Education.
- d. During the summer vacation, school business shall be conducted by the Governing Board.

Section 4. Duties of Officers

The Officers of the school are the President, Vice-President, Secretary and Treasurer. This group shall also be referred to as the Executive Committee.

- a. President: The President shall be the Chief Executive Officer of the organization, shall represent the organization, shall summon meetings of the Governing Board, shall preside at membership meetings, shall make all non-elective appointments and shall report these actions to the membership. The President shall act as liaison with the teachers, and sign with the Secretary or Treasurer all contracts or other instruments authorized by the Governing Board.
- b. Vice-President: The Vice-President shall assist the President and preside at meetings when the President is absent. The Vice-President shall be responsible for receiving and dealing with any complaints by members or teachers which fall outside the province of committee chairmen. The Vice-President shall be in charge of long-range planning and the ombudsman.
- c. Treasurer: The Treasurer shall have supervision and control of all the financial affairs and funds of the organization, subject to the direction of the Governing Board. The Treasurer shall collect all dues and manage the disbursement of funds and shall keep books of account and such other books as the Governing Board shall direct. The Treasurer shall oversee preparation of the annual financial statement and report of the fiscal year, and shall present at the Spring Membership Meeting a budget for the following year which shall be adopted or amended by the membership at the meeting. The Treasurer shall have authority to sign checks, to deposit and withdraw moneys of the organization. The President shall act as the alternate. The Treasurer shall be in charge of extended day program and the Firefly and Seesaw book sales.
- d. Secretary: The Secretary shall keep and post at the school the minutes of the Governing Board and membership meetings, shall conduct all correspondence for the organization, shall compile reports as requested, and shall keep the records of the school.

Section 5. Staff

- a. The teaching staff shall consist of at least two qualified teachers, one of whom shall be designated as director of the School. These teachers shall be approved by the State Board of Education.
- b. The Director and teacher(s) shall be hired by the Governing Board upon the recommendation of the hiring committee, appointed by the President. The Director, or, if the Director's position is vacant, another teacher shall be a member of this committee.
- c. Termination of Teacher Contract
 - i. A teacher's resignation must be submitted to the board for acceptance by a majority of those present.

- ii. A teacher may be removed on recommendation of the Governing Board and majority vote of those present at a membership meeting.
 - iii. Thirty days notice must be given by either party to terminate a contract.
- d. The Director's and teacher's salaries shall be determined by the Governing Board.
- e. The Governing Board shall evaluate teacher contracts for renewal each Spring and shall offer the contracts to the teachers and the general membership for approval.
- f. Duties of the Teaching Staff:
 - i. Assist the administration of the daily program of the school, and be in charge of one classroom, under the general supervision of the Director of the school.
 - ii. Attend membership meetings, be available for meetings of the Governing Board as deemed necessary, and assist in the parent education program.
 - iii. Conduct interviews of prospective members, and hold individual conferences with parents of their class once a year.
- g. Duties of the Director: In addition to the above, the Director shall supervise the education program of the school, and the staff, and is responsible for maintaining student records. The Director shall apply for and post the annual renewal of the license.

IV. AUDIT

A Certified Public Accountant, independent of the school, shall be appointed to act as auditor at the end of the fiscal year. The auditor shall make an examination of the books of the organization and shall make a report of his findings in the form of a review or audit to the Governing Board.

V. HOUSING

Section 1. The school shall carry liability insurance which adequately protects the corporation.

Section 2. Fire drills shall be held at regular intervals, in accordance with County fire regulations.

VI. AMENDMENTS

This Constitution/Bylaws may be amended by a two-thirds vote of the members present at any business meeting, provided such amendments shall have been proposed in writing two weeks prior to the vote.

VII. DISSOLUTION

In the event of dissolution of the corporation, the assets of the corporation remain after payment of all obligations shall be distributed only to an organization or organization, selection of which shall be determined by a two-thirds vote of the membership, and which is an organization described in Section

501(c)(3) of the Internal Revenue Code of 1954, or any successor section thereto. In the event that the membership is unable to agree regarding the organization or organizations to which contributions are to be made, as provide for herein, prior to the dissolution of the corporation, its last president shall be authorized to apply to the Circuit Court for Montgomery County, Maryland and to request that the court order the donation of all assets of the corporation at the date of its dissolution, or accruing to it thereafter, to such charitable or education organization within Montgomery County, Maryland, as the court in its discretion may determine.

Revised March 1988

Revised January 1989 in compliance with Maryland State Regulations

Revised August 1989 to update job responsibilities

Revised August 1991 to update job responsibilities

Revised June 1994

**FIRST AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

1. Article III, Section 1 shall be deleted and the following shall be inserted in its place:

The Governing Board shall consist of the President, Vice-President, Treasurer, Secretary, the Delegate to the Maryland Council of Parent Participation Nursery Schools, the person responsible for obtaining grants on behalf of the school, and the Chairperson(s) of the following standing committees: Membership, Participation, Fundraising, Maintenance, Newsletter, Educational Program and Community Outreach.

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Approved by Members

**SECOND AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

1. The following sentence in Article III, Section 2 of the Bylaws shall be deleted:

In order to provide for continuity in the conduct of school business, the position of President must be filled by a member who has previously served on the Governing Board.

In its place the following sentence shall be inserted:

In order to provide for continuity in the conduct of school business, the members shall use their best efforts to fill the position of President with someone who has previously served on the Governing Board.

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Pamela Stuckey
Secretary

Approved by Members
May 13, 1998

**THIRD AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

1. Article III, Section 1 (as previously amended by the First Amendment to the Bylaws of Kensington Nursery School, Inc.) shall be further amended by deleting the phrase “the person responsible for obtaining grants on behalf of the school,”.

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Approved by Members
May 13, 1999

**FOURTH AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

1. Article III, Section 1 shall be deleted and the following shall be inserted in its place:

The Governing Board shall consist of the following elected position: President, Vice-President, Treasurer, secretary, Delegate to the Maryland Council of Parent Participation Nursery Schools, and the chairperson(s) of the following standing committees: Membership, Participation, Fundraising, Maintenance, Education, Community Outreach, and Communications (formerly Newsletter).

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Approved by Members
May 22, 2003

**FIFTH AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

1. Remove all mentions of the Maryland Council of Parent Participation Nursery Schools (MCP PNS) from the Bylaws as this organization is no longer active.
2. The following sentence in Article III, Section 1, paragraph a. shall be deleted:
The President shall appoint a nominating committee, made up of all members not returning to the following year, which shall prepare a slate of nominations to be presented at the Spring General Membership Meeting.

In its place, the following sentences shall be inserted:

Members interested in serving on the Governing Board may nominate themselves during the annual job registration. All interested members will be included on a slate of nominations to be presented at the Spring General Membership Meeting.

3. The last sentence in Article III, Section 4, Paragraph c. shall be deleted:
 - a. The Treasurer shall be in charge of extended day programs and the Firefly and Seesaw book sales.

In its place, the following sentences shall be inserted:

The Treasurer shall oversee the extended day program and its designated coordinators.

4. Article III, Section 5, paragraph e shall be deleted and the following shall be inserted in its place:
The Governing Board shall evaluate teacher contracts for renewal each Spring and shall offer the contracts to the teachers for approval. Teacher contracts will be available for general membership review.

5. The following paragraph in Article VI shall be deleted:
This Constitution/Bylaws may be amended by a two-thirds vote of the members present at any business meeting, provided such amendments shall be proposed in writing at the preceding meeting.

In its place, the following paragraph shall be inserted:

This Constitution/Bylaws may be amended by a two-thirds vote of the members present at any business meeting, provided such amendments have been distributed to the general membership in writing at least two weeks prior to the business meeting at which the vote will be cast.

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Approved by Members
May 2007

**SIXTH AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

Article III, Section I (as previously amended by the Fourth Amendment to the Bylaws of Kensington Nursery School) shall be deleted and the following shall be inserted in its place:

The Governing Board shall consist of the following elected positions: President, Vice-President, Treasurer, Secretary and the Chairperson(s) of the following standing committees: Communications, Community Outreach, Education, Fundraising, Maintenance, Membership, and Participation. The Chairperson of the Building Committee shall also be a member of the Governing Board during and for the school year immediately following any major construction or renovation to the physical building and/or property.

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Approved by Members

**SEVENTH AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

Article III, Section I (as previously amended by the Sixth Amendment to the Bylaws of Kensington Nursery School) shall be deleted and the following shall be inserted in its place:

The Governing Board shall consist of the following elected positions:
President, Vice-President, Treasurer, Secretary, the Chairperson of the Communications Committee, the Chairpersons (no more than 2) of the Fundraising Committee, the Chairperson of the Maintenance Committee, the Chairperson of the Membership Committee, and the Chairperson of the Participation Committee.

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Approved by Members
March 2009

**EIGHTH AMENDMENT TO THE BYLAWS OF
KENSINGTON NURSERY SCHOOL, INC.**

The members of Kensington Nursery School, Inc., a Maryland corporation, do hereby amend the Bylaws of the school as follows:

1. Article I, Section 2, Paragraphs a. and b. shall be deleted:
 - a. Visit the school if it is in session
 - b. Make written application accompanied by registration fee.

In its place, the following shall be inserted:

- a. Make written application accompanied by registration fee.
- b. (Optional) Visit the school if it is in session.

2. The last sentence in Article I, Section 4, shall be deleted:

Any parent who wishes to withdraw should notify the Vice-President.

In its place, the following sentence shall be inserted:

Any parent who wishes to withdraw should notify the Membership Chair.

3. Article I, Section 5, Paragraph c. shall be deleted:
 - c. To be responsible for the transportation of the children.

In its place, Paragraphs d., e., f., and g. will be re-lettered to c., d., e., and f. respectively.

4. Article I, Section 5, Paragraph d. shall be deleted:
 - d. Each member of the school must accept some administrative responsibility.

In its place, the following sentence shall be inserted:

c. Each member of the school must assume one job which contributes to the administration, maintenance, or enhancement of the school.

5. Article I, Section 5, Paragraph g. shall be deleted:
 - g. Contribute to the maintenance of the school:

Members shall be required to fulfill a number of work hours determined by the Governing Board and to help with the maintenance of the building, equipment and grounds.

In its place, the following shall be inserted:

f. Contribute to the physical and financial well-being of the school:

Members shall be required to fulfill a number of maintenance and fundraising hours determined by the Governing Board.

6. Article I, Section 6, Paragraph a. shall be deleted:
 - a. A member may be given temporary non-cooperative status, that is, to be excused from transportation and assistance at school duties, at the discretion of the Governing Board.

In its place, the following sentence shall be inserted:

a. A member may be given temporary non-cooperative status, that is, to be excused from school duties, at the discretion of the Governing Board.

7. Article I, Section 6, Paragraph c., the words “nursery child’s” shall be deleted. In its place, the word “student’s” shall be inserted.

8. Article I, Section 7, Paragraph a., the word “mandatory” shall be inserted before “business meeting.”

9. The first sentence in Article II, Section 6, shall be deleted:

A member who withdraws before the end of the school year is responsible for giving 30 days prior written and verbal notification to the Vice-President of the intention to withdraw.

In its place, the following sentence shall be inserted:

A member who withdraws before the end of the school year is responsible for giving 30 days prior written and verbal notification to the Membership Chair of the intention to withdraw.

10. Article III, Section 2, Paragraph a., delete the phrase “(via school newsletter, bulletin board or lunch box flyer).”

11. The last sentence in Article III, Section 2, Paragraph a. shall be deleted:

The outgoing and incoming officers shall attend the May Governing Board meeting, at which time the incoming officers shall assume full duties.

In its place, the following sentence shall be inserted:

The outgoing and incoming officers shall attend the end-of-the-year Governing Board meeting, at which time the incoming officers shall assume full duties.

12. The last sentence in Article III, Section 2, Paragraph b. shall be deleted:

Vacancies among officers, however occurring, shall be filled by a vote of the Governing Board until the next meeting of the membership, when election shall take place.

In its place, the following sentence shall be inserted:

Vacancies among officers, however occurring, shall be filled by a vote of the Governing Board until election takes place by the membership.

13. Article III, Section 4, Paragraph a. At the end of the paragraph, the following sentence shall be inserted:

The President shall be responsible for receiving and dealing with any complaints by members or teachers which fall outside the province of committee chairpersons.

14. Article III, Section 4, Paragraph b. shall be deleted:

b. Vice-President: The Vice-President shall assist the President and preside at meetings when the President is absent. The Vice-President shall be responsible for receiving the dealing with any complaints by members or teachers which fall outside the province of committee chairmen. The Vice-President shall be in charge of long-range planning and the ombudsman.

In its place, the following shall be inserted:

b. Vice-President: The Vice-President shall assist the President and preside at meetings when the President is absent. The Vice-President shall be in charge of long-range planning.

15. The second sentence in Article III, Section 4, Paragraph c. shall be deleted:
c. The Treasurer shall collect all dues and manage the disbursement of funds and shall keep books of account and such other books as the Governing Board shall direct.

In its place, the following shall be inserted:

- c. The Treasurer shall collect all dues and manage the disbursement of funds and shall oversee books of account and such other books as the Governing Board shall direct.

16. The final two sentences in Article III, Section 4, Paragraph c. shall be deleted:
The President shall act as the alternate. The Treasurer shall oversee the extended day program and its designated coordinators.

17. Article III, Section 4, Paragraph d. shall be deleted:
d. Secretary: The Secretary shall keep and post at the school the minutes of the Governing Board and membership meetings, shall conduct all correspondence for the organization, shall compile reports as requested, and shall keep the records of the school.

In its place, the following shall be inserted:

- d. Secretary: The Secretary shall keep and post the minutes of the Governing Board and membership meetings.

18. Article III, Section 5, Paragraph e. shall be deleted:
e. The Governing Board shall evaluate teacher contracts for renewal each Spring and shall offer the contracts to the teachers for approval. Teacher contracts will be available for general membership review.

In its place, the following shall be inserted:

- e. The President and Treasurer shall evaluate teacher contracts for renewal each Spring and shall offer the contracts to the teachers for approval. Teacher contracts are available for general membership review.

19. The second sentence in Article IV shall be deleted:
The auditor shall make an examination of the books of the organization and shall make a report of his findings in the form of a review or audit to the Governing Board.

In its place, the following shall be inserted:

- The auditor shall make an examination of the books of the organization and shall make available a report of his findings in the form of a review or audit to the Governing Board.

Except as amended hereby, the Bylaws shall remain in full force and effect. All previous actions taken by the Governing Board are hereby ratified and approved by the members.

Approved by Members
May 12, 2011