

# BY-LAWS OF TUCSON COMMUNITY SCHOOL, INC.

## ARTICLE I

### PURPOSE

The purpose of this organization shall be to provide an educational program for the children enrolled at Tucson Community School (to be referred to as the "School"); to further the education of its members in the principles of child development, matters of child guidance, and child welfare legislation; and to conduct appropriate community activities.

### MISSION

Tucson Community School's mission is to provide a creative learning experience emphasizing outdoor play and family participation in a safe environment which respects each child's uniqueness and individual learning style

### OBJECTIVES

In 1948, the founding parents of the Tucson Community School adopted, for its objectives, the goals of an educational program delineated by Agnes De Lima in her book The Little Red Schoolhouse (1944). These same goals are reflected in the National Association for the Education of Young Children ("NAEYC") standards for high quality early childhood education.

TCS continues to adhere to these objectives by offering each child an intellectually engaging program that provides a child-centered day of play, rest and creative activity.

1. To give the children a childlike day providing activity, outdoor play, rest and creative activity.
2. To furnish opportunities for getting firsthand information through observation and actual experience, through participation in school management appropriate to each age.
3. To provide a place, time and material for the children to give back their observations and thinking in a concrete form through play and work and through creative expression in language, art, and music.
4. To give the children opportunities to develop social relations with their contemporaries through situations where adult interference is reduced to a minimum. (We believe that emotional stability is best developed by this early opportunity to find security in the group.)
5. To develop skill in speech in the use of language, through discussion and writing of group and individual stories (This forms a basis for reading and creative writing.)
6. To develop habits of organized thinking, industry, order, curiosity and cooperation.
7. To encourage individual initiative.
8. To develop through the early years an earnestness of attack on the day's work based on interest that will condition an attitude toward work throughout life.
9. To preserve the sensitiveness to incoming sensations and the freedom and courage in creative production that a child brings when he enters school.

## ARTICLE II

### MEMBERSHIP

Section 1. Membership shall be granted without discrimination. All members shall have equal rights and responsibilities with the exception of voting rights. Members shall support the standards of the National Association for the Education of Young Children and the objectives of the School.

## Section 2.

- A. Active Members: Active Members shall be those families who have one or more children enrolled in the School. Each family with one or more children enrolled constitutes one Active Member and is entitled to one vote. Active Members are responsible for participating in school activities and for formulating school policy through the Board of Directors. Each family is assigned to one standing committee as listed in Article VII. The term of Active Membership shall begin with the payment of the first month's tuition and annual membership fee and continues until the enrollment of the child(ren) is terminated.
- B. Associate Members: Associate Members shall include members of the Board of Trustees and staff. Trustees' responsibilities are delineated in Article IX of these bylaws. Associate Members are non-voting members.
- C. Members-at-Large: Members-at-Large shall be members of the Board of Directors who act as additional voting members and have most of the same rights and powers as other officers. A Member-at-Large is a former parent and has served at least one year on the Board of Directors. A Member-at-Large term must be within 3 years of the end of their child(ren)'s enrollment at the School. The role of a Member-at-Large is to provide continuity and to advise the Board of Directors. They shall have the same voting rights as a regular Board of Directors member but will not be in charge of any committees. Term of office shall be for one year and shall commence on the first day of the fiscal year.

## ARTICLE III

### FEES AND FINANCES

Section 1. All fees and tuition are determined by the Board of Directors.

Section 2. Financial assistance may be granted by the Educational Director in partnership with the Treasurer. This process is strictly confidential and names are not revealed.

Section 3. Non-payment of fees and tuition shall be reviewed by the Educational Director and may result in suspension of Active Membership.

## ARTICLE IV

### MEETINGS

Section 1. The annual meeting of the active members shall be held at a date and time designated by the Board of Directors and stated in the notice of the meeting. The purpose of the annual meeting will be to elect the Board of Directors and Board of Trustees member(s) and transact such other business as may properly come before the meeting. A majority of the Active Members at the annual meeting shall constitute a quorum. In lieu of a meeting, the Board of Directors may notify active members of the election ballot and any other business in writing. The election of officers or the resolution of other matters

deemed appropriate by the Board of Directors and as designated in the notice of the meeting shall require the vote of the majority of the entire Active Membership. Votes may be cast in person or by written ballot.

Section 2. General membership meetings shall be held at least three times during the school year at times and dates to be scheduled by the Board of Directors. General membership meetings may include open house, parent orientation, parent education programs, reports from the Board of Directors, election of officers and any other items as may come before the members and informational meetings. The purpose of the parent orientation meeting, held at the beginning of the school year, is to educate parents and family members regarding policies, expectations, opportunities and the school community.

Section 3. Meetings of the Board of Directors shall be held monthly during the school year. In conjunction with the Educational Director, the President may dismiss a monthly meeting if minimal business needs to be conducted. Special meetings may be called by the President, or any two members of the Board, on two days' notice given to each director personally, by mail, telephone or electronic mail and shall state the time, place and purpose of the meeting. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of the quorum is required to pass resolutions.

Section 4. The Board of Directors and the Board of Trustees shall meet jointly at least twice each year.

Section 5. The Board of Trustees shall meet at least three times a year.

## ARTICLE V

### BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the elected officers and appointed Members-at-Large.

Section 2. The Board of Directors is responsible for hiring, fixing the salary, evaluating and discharging the Educational Director. The Business Manager and all lead teachers are hired and discharged upon recommendation of the Educational Director and approval of the Board of Directors.

Section 3. The Board of Directors, with the Educational Director and a Board of Directors appointed staff member, are the administrative body of the school. The Board of Directors establishes school policies and handles all issues regarding the administration of the school and any of its functions. The Board of Directors shall create and supervise, through the officers, such committees as required to carry out the administration and functions of the school.

Section 4. Removal. Any member of the Board of Directors may be removed at any regular or special meeting of the Board of Directors by an affirmative vote of two-thirds of the voting members of the Board of Directors as from time to time constituted whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. The Officer being removed will be notified of the meeting at which the removal action will be taken, and the specific charges against them, at least five (5) days prior to the meeting.

Section 5. Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors, the President, or Secretary. Such resignation will take effect when received or at any later date specified therein, and the acceptance by the Board of such resignation will not be necessary.

Section 6. Any vacancy occurring after the annual election on the Board of Directors shall be filled by a majority vote of the remaining members of the Board of Directors.

## ARTICLE VI

### OFFICERS

Section 1. The officers of the Board of Directors shall be the President, Vice President of Programs, two Vice Presidents of Building and Grounds, Vice President of Membership, two Vice President(s) of Fundraising, Vice President of Marketing, and Recording Secretary. All officers must be Active Members, in good standing.

Section 2. The officers shall be elected at the annual meeting of the members. The slate of officers shall be prepared by a three to five member Nominating Committee chosen from the Active Membership by the Board of Directors and the Vice President of Membership who shall act as chairperson of the Nominating Committee. The slate of officers must be presented to the Active Members prior to the annual meeting. Term of office shall be for one year and shall commence with the June meeting of the Board of Directors.

Section 3. The President shall preside at all meetings of the Active Members and of the Board of Directors; shall attend meetings of the Board of Trustees; shall appoint, upon recommendation of the Board of Directors, all the committee chairpersons; shall be an ex-officio member of all standing committees; shall be responsible along with the Educational Director and Treasurer for fiscal overview; shall be responsible for chairing the evaluation committee; shall deliver the Educational Director's evaluation in partnership with the Board of Trustees President; shall have such usual powers of supervision and management as may pertain to the office of the President and perform such other duties as may be designated by the Board of Directors; may appoint committees and chairpersons as considered necessary to carry out the activities of the school, upon recommendation of the Board of Directors.

Section 4. The Vice Presidents, according to the following order, shall, in the event of the absence, resignation, disability or death of the President, possess all the powers and perform all the duties of that office:

- A. The Vice President of Programs shall be responsible for educational programs and shall supervise the Family Support and Library Committees.
- B. The Vice President of Membership shall be responsible for parent committee assignments, parent participation in the school program, shall supervise the Class Representatives, and shall serve as chairperson on the Nominating Committee.

- C. The Vice President of Marketing shall be responsible for all correspondence of school meetings and events as well as the publicity of the school to encourage participation in our fundraisers and recruiting new enrollment and shall supervise the work of the Publicity Committee.
- D. The Vice Presidents of Building and Grounds shall be responsible for the maintenance of the buildings and grounds of the school, supervise the Buildings and Grounds and Housekeeping Committee; and organize and supervise the work parties.
- E. The Vice Presidents of Fundraising shall set an annual fundraising goal, oversee fundraising events to reach such a goal, and supervise the Fundraising Committee.

Section 5. The Recording Secretary shall keep minutes of and maintain an attendance record for all Board of Directors' meetings, shall post and file copies thereof in the office of the school and be shared electronically to the President of the Board of Directors. The Recording Secretary will be responsible for regular communications from the Board of Directors to active families as needed.

## ARTICLE VII

### STANDING COMMITTEES

The standing committees shall include: Evaluation, Nominating, Family Support, Library, Publicity, Building and Grounds, Housekeeping, and Fundraising. A committee shall fix its own rules of procedure and fix the time and place of its meetings. Each committee consists of Active Members chaired by a specified Vice President. The chair of a committee can be changed to a different Officer with a majority vote of the Board of Directors.

Section 1. The Evaluation Committee shall be chaired by the Board of Directors President and shall include the Board of Trustees President and the Treasurer. It shall be responsible for the annual evaluation of the Educational Director and presenting its results to the Board of Directors.

Section 2. The Nominating Committee shall be chaired and supervised by the Vice President of Membership.

Section 3. The Family Support Committee shall report to the Vice President of Programs and shall plan or inform of educational programs both for the school members and the general public at least twice a year to support the family-education annual hour requirement.

Section 4. The Library Committee shall report to the Vice President of Programs and shall maintain the school's reference library and encourage use of the library by the membership.

Section 5. The Housekeeping Committee shall report to the Vice President of Buildings and Grounds and shall perform such duties necessary to maintain the cleanliness and order of the school.

Section 6. The Buildings and Grounds Committee shall report to the Vice President of Buildings and Grounds and shall assure the responsible maintenance of all school buildings and grounds, as well as construction and repair of school equipment as appropriate.

Section 7. The Publicity Committee shall report to the Vice President of Marketing; shall provide for communication with community media; and shall prepare appropriate publicity materials for school events.

Section 8. The Class Representative Committee will consist of one active member from each classroom and shall report to the Vice President of Membership and shall keep members advised of meetings, activities and information as requested.

Section 9. The Fundraising Committee shall report to the two Vice Presidents of Fundraising; shall set appropriate fund-raising goals for each school year; shall plan fund-raising events; and shall review all fundraising activities to make recommendations to the Board of Directors as to future fundraising activities.

## ARTICLE VIII

### STAFF

Section 1. The staff shall consist of the Educational Director, the Business Manager, the teachers and other school personnel. All personnel shall be under the direction of the Educational Director and Business Manager.

Section 2. The Educational Director shall attend meetings of the members, the Board of Directors, and the Board of Trustees; shall be responsible for the professional and educational functions of the school; be an ex-officio member of all committees; represent the school professionally in the community; recommend to the Board of Directors for approval the appointment and/or dismissal of lead teachers as may be necessary for the benefit of the Educational Program; recommend to the Board of Directors for approval any policy changes and assist in the preparation of the annual budget. The Educational Director shall consult with the Board of Directors about changes in established school policies. The Educational Director is responsible for carrying out the purpose of the school as stated in these Bylaws.

Section 3. The Business Manager shall work closely with the Educational Director to see that the school funds are deposited per the direction of the Board of Directors; shall work with the Educational Director and President to prepare an annual budget for approval by the Board of Directors; shall be an ex-officio member of the Fundraising committee; shall co-sign all checks; shall make a monthly financial report to the Board of Directors; shall submit the books to an auditor as the Board deems appropriate.

## ARTICLE IX

### BOARD OF TRUSTEES

Section 1. The Board of Trustees shall consist of nine Trustees serving staggered three-year terms. Each year, the term of one-third of the members shall expire and two members shall be appointed by the Board of Directors prior to the end of the school year and one member shall be elected by the Active Members at the annual meeting of members. If no nominee is available for election, the Board of Directors shall fill the vacancy by the 1st Board of Trustees meeting. The newly elected Trustee(s) shall take office upon election/appointment and shall serve a three-year term unless the office is sooner vacated. Trustees may

serve consecutive terms. Any vacancy on the Board of Trustees shall be filled by the majority vote of the Board of Directors.

Section 2. The officers of the Board of Trustees shall consist of a President, Vice President, and Secretary.

Section 3. Meetings of the Board of Trustees shall be held at least three times during the fiscal year and shall include at least two joint meetings with the Board of Directors during the school year. Trustees are expected to attend a majority of the Board of Trustees' meetings each year. A majority of the members of the Board of Trustees shall constitute a quorum for the transaction of business. A majority vote of the quorum is required to pass resolutions.

Section 4. The Board of Trustees shall support fundraising activities of the school and shall assist in long term planning. Trustees shall serve in an advisory capacity to the Board of Directors.

Section 5. Member Dues. Trustees shall pay the annual Member Dues for participation on the Board of Trustees, either in monetary value or in kind. The Board of Directors reserves the right in its sole discretion to change the Member Dues from time to time, with any such change to become effective upon the renewal of a Member's annual term. All Member Dues are nonrefundable and shall under no circumstances be refunded in the event of termination prior to the expiration of the then-current term.

Section 6. The Board of Trustees shall hold title to the corporate property, both real and personal, and assist in carrying out the objectives of the corporation, without being engaged in the regular affairs of the corporation.

Section 7. In the event there are no active members, the Board of Trustees assumes key responsibilities of the Board of Directors as necessary to ensure the support of the staff and the continuity of Tucson Community School.

Section 8. Removal. Any member of the Board of Trustees may be removed at any regular or special meeting of the Board of Directors by an affirmative vote of two-thirds of the voting members of the Board of Directors as from time to time constituted whenever, in their judgment, the best interest of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. The Trustee being removed will be notified of the meeting at which the removal action will be taken, and the specific charges against them, at least five (5) days prior to the meeting.

Section 9. Resignation. Any member of the Board of Trustees may resign at any time by giving written notice to the Board of Directors, the President, or Secretary. Such resignation will take effect when received or at any later date specified therein, and the acceptance by the Board of such resignation will not be necessary.

## ARTICLE X

### GENERAL RULES

Section 1. All meetings of the members, the Board of Directors, the Board of Trustees and all joint meetings shall be conducted in accordance with Roberts Rules of Order, revised, except as may be otherwise specified by these Bylaws.

Section 2. The school calendar shall conform in general to the calendar of other Tucson area schools.

Section 3. The school's fiscal year shall be July 1 to June 30.

Section 4. Upon enrollment, a copy of the current Bylaws shall be given to Active Members.

Section 5. Policies and procedures of the school shall be detailed in the Community Handbook and a copy given to each Active Member upon enrollment.

## ARTICLE XI

### AMENDMENT

Amendments to these Bylaws may be adopted only after notice of the subject of the proposed amendment has been included in the notice of any meeting at which the proposed amendment is to be considered. A resolution adopting the proposed amendment must receive a two-thirds (2/3) vote of the entire Active Membership. Votes may be cast in person or by electronic ballot.

## ARTICLE XII

The personal liability of a director of the corporation to the corporation and/or its members for monetary damage for breach of fiduciary duty as a director is eliminated, except to the extent expressly prohibited by law. The Corporation shall indemnify any person who serves as an officer or director of the corporation to the fullest extent permitted by A.R.S. '10-1005(B) (1) through '10-1005(B)(10). The board of directors of the corporation may indemnify to the same extent any person who serves as an agent or employee of the corporation by a resolution specifically adopted for that purpose.

## ARTICLE XIII

### NON-DISCRIMINATION

The School will admit students of any race, color, disability, national and ethnic origin, and sex to all the rights, privileges, programs, and activities generally accorded or made available to students at the School. The School will not discriminate against students or their families on the basis of race, color, national or ethnic origin, sex, gender identity or expression, sexual orientation, or disability in administration of its admissions policies, educational policies, scholarship programs, or School-administered programs. Furthermore, the School will not, in its employment policies or practices, discriminate on the basis of race, color, national or ethnic origin, age, sex, gender identity or expression, sexual orientation, disability, or any other categories protected by federal, state, or local law as such laws may be amended from time-to-time. This notice is included in the Bylaws pursuant to requirements of the Internal Revenue Service relating to tax exempt entities.

***Approved by Active Members 10/2023***