

**BYLAWS
OF
HEBRON CENTER NURSERY SCHOOL, INC.**

**ARTICLE I
NAME, PURPOSES**

1.1 Name. The name of the corporation is **HEBRON CENTER NURSERY SCHOOL, INC.** (hereinafter "HCNS" or the "Corporation").

1.2 Purposes. HCNS is organized as a cooperative enterprise and shall be operated exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including the following:

- (a) To operate a co-operative nursery school for preschool age children of the community, without regard to race, color, creed, national and ethnic origin, disability, sexual preference, or socioeconomic status;
- (b) Supporting the functions of and promoting and furthering the welfare of HCNS, including but not limited to, procuring funding for the provision of its curriculum;
- (c) Promoting the quality, accessibility and efficiency of the education offered by HCNS;
- (d) Providing a bio-psychosocial education; and otherwise to engage in any lawful act and activity consistent with the foregoing for which corporations may be formed under the Connecticut Revised Nonstock Corporation Act ("the Act"), as amended.

1.3 Mission Statement. The mission of Hebron Center Nursery School, Inc. is to provide educational and social experiences which provide our students with the basic skills to be successful in their educational careers as well as lifelong learners.

**ARTICLE 2
MEMBERSHIP**

2.1 Members. HCNS shall have 3 classes of members: those who hold office as members of the Board of Directors, those who are general members and those who are honorary members. Upon withdrawal of the child from school, a parent is no longer a member.

2.2 General Members. General members are parents of enrolled children of the current school year who have paid the registration fee, signed their contract, paid one month's tuition, and had their application accepted. Voting privileges, when applicable, are given on the basis of 1 vote per child currently enrolled in HCNS.

2.3 Honorary Members. Individuals who have devoted unusual amounts of time and energy to HCNS, Inc. and shall be voted in as such by a majority vote of the Board of Directors.

ARTICLE 3

BOARD OF DIRECTORS, EXECUTIVE COMMITTEE, AND STANDING COMMITTEES

3.1 Powers and Duties of the Board of Directors. The individuals serving as the members of the HCNS Board of Directors shall be the President, Vice-President, Secretary, Treasurer, Assistant Treasurer, and the Chairperson(s) of the HCNS Standing Committees (the "Board").

The Board shall have responsibility for general management of the nursery school including the authority to purchase, rent or otherwise acquire property. The Board may authorize and direct the Corporation to exercise all such powers and do all such things as may be exercised or done by the Corporation but subject nevertheless to the provisions of the Corporation's Certificate of Incorporation and these Bylaws and of the laws of the State of Connecticut and of the United States of America.

3.2 Number, Term, Manner of Election of Members of the Board. The Board shall have at least twelve (12), but no more than twenty-five (25) directors (hereinafter a "Director" or "Directors"). Directors shall serve a one year term of office beginning with the changeover board meeting in June of each year. The Term of the office of Treasurer is from June 30 to June 30. For all purposes, the number of Directors and their directorships shall equal the number of Directors elected by the Directors at the most recent Annual Meeting, notwithstanding any resignations, removals, deaths or disabilities to serve.

3.3 Board Meetings. The Board may hold its meetings, annual, regular or special, at such place or places within or without the State of Connecticut as it may from time to time by resolution determine or as shall be specified or fixed in the notice or waiver of notice thereof.

- (a) **Annual Meeting.** An annual meeting of the Board shall be held each year in June for the election of Directors and for the transaction of such other business as may properly come before the meeting upon notice, or at the next regular Board meeting following the Directors' execution of a written consent in lieu of an annual meeting, or at such other time as the Board may direct.
- (b) **Regular, Special Meetings.** Regular meetings of the Board shall be held at such time and place as shall be specified in a resolution adopted by the Board then in effect, or if there shall not be any such resolution then in effect, as shall be specified in a notice of such meeting. The President or the Secretary shall give notice of regular meetings, either orally or in writing, to each Director at least two (2) days prior to the time of the meeting. Special meetings of the Board shall be held whenever called by the President or by at least two (2) of the Directors then in office. At least two (2) days' written or oral notice of each such special meeting stating the time and place of the meeting shall be given to each Director.

Except as otherwise provided in these Bylaws or as otherwise required by the Act, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

3.4 Board Waiver, Quorum, and Adjournment. The attendance of a Director at any meeting without protesting prior to the commencement of the meeting the lack of proper notice shall be deemed to be a waiver by him or her of notice of such meeting. A majority of the number of Directors in office immediately before a meeting of the Board shall constitute a quorum for the transaction of all business at such meeting. Any meeting of the Board may be adjourned from time to time by a majority vote of the directors present at such meeting. In the absence of a quorum for any such meeting, a majority of the Directors present thereat may adjourn such meeting to another time and place until a quorum shall

be present. Notice of any adjourned meeting need not be given unless the meeting shall have been adjourned for more than three days.

3.5 Manner of Actions taken by the Board. The act of a majority of the Directors present at any meeting at which a quorum is present at the time of the act shall be the act of the Board, except as may be otherwise specifically provided by law or by the Corporation's Certificate of Incorporation or these Bylaws.

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, such action shall be the act of the Board with the same Force and effect as though it had been authorized at a duly called meeting of the Board.

One or more Directors may participate in a meeting of the Board by use of a conference telephone or similar communications equipment that allows all persons participating in the meeting to simultaneously hear each other and to communicate with one another.

3.6 HCNS Committees.

(a) **Executive Committee.**

(i) **Members of Executive Committee**—There shall be an Executive Committee of the Board comprised of the President, Vice-President, Secretary, Treasurer, Assistant Treasurer, and Governance Chair (the “Executive Committee”). The Governance Chair shall be a non-voting Executive Committee member whose role is to help to ensure that all HCNS meetings/actions are conducted according to HCNS’s By-Laws and Standing Rules as well as Robert’s Rules of Order, and to assist with monitoring that HCNS is in compliance with State of Connecticut Department of Public Health child day care licensing regulations. In the intervals between meetings of the Board, the Executive Committee shall have and may exercise all such authority of the Board as shall be provided to it in these Bylaws.

(ii) **Powers and Duties of the Executive Committee**—The Executive Committee shall be responsible for:

- (a) Negotiating the salaries of the Teachers and those who report to the Teachers and of recommending the approval of those salaries to the full Board.
- (b) Reviewing and selecting the candidates to be interviewed by the Board for the position of Teacher at a meeting attended by at least a majority of the members.
- (c) All other duties and powers granted in the Standing Rules and By-Laws of HCNS, as may be amended.

No person who is not a Director of HCNS shall serve on the Executive Committee.

In addition to the Executive Committee, ad hoc committees may be appointed as necessary. The President shall appoint the chair of each such committee.

(b) **Standing Committees.** There shall be not less than fifteen (15) Standing Committees of HCNS. The Board, by a resolution adopted by the affirmative vote of a majority of the Directors, may create other Standing Committees. See Section 3.6.e for a list of Standing Committees.

(c) **General Powers and Duties of Standing Committees**—Standing Committees shall have and may exercise all such authority of the Board as shall be provided in resolutions of appointment, except that no such Committee, including the Executive Committee, shall have any power or authority as to the following:

- (i) the filling of vacancies in the Board or any of its committees;
- (ii) the amendment of the Certificate of Incorporation;
- (iii) the adoption, amendment or repeal of the Bylaws;
- (iv) the amendment or repeal of any resolution of the Board;
- (v) the discharge of the Teachers and those who report to the teachers;
- (vi) the approval of a plan of merger, sale, lease, exchange or other disposition of all or substantially all of the property of the Corporation or of a proposal to dissolve the Corporation; or
- (vii) action on matters committed by the Bylaws or resolution of the Board to another committee or to the Board.

(d) **Election of the Members of Executive Committee and the Chairperson(s) of Standing Committees; Meetings.**

Except as provided in these Bylaws, the members of the Executive Committee and the Chairperson(s) of the HCNS Standing Committees shall be elected at the Annual Meeting of the Board or at any regular or special meeting and shall serve at the pleasure of the Board and until their successors are elected.

The Executive Committee and the members of each of the Standing Committees shall act in accordance with the following procedures: The Executive Committee and each Standing Committee may adopt a schedule of regular meetings and shall hold additional special meetings on the call of the President of the Executive Committee or the Standing Committee or any two members of the Standing Committee; notice of each such meeting shall be given in the manner provided for notice of regular meetings of the Board; a majority of voting members of the Executive Committee or Standing Committee shall constitute a quorum for all business; the act of a majority of voting members of the Executive Committee or Standing Committee present at any meeting duly held at which a quorum is present at the time of the act shall be the act of the Executive Committee or Standing Committee; and if less than a quorum is present at any Executive Committee or Standing Committee meeting, a majority of the voting members of the Executive Committee or Standing Committee present may adjourn such meeting from time to time without notice. The Executive Committee and each Standing Committee shall keep a record of its proceedings and shall report to the Board as requested. The Board shall determine the term of office of a Standing Committee member and the Board may remove officers of a Standing Committee at any time.

(e) **Appointment of the Chairperson(s) of Standing Committees at Annual Meeting; Membership and Duties of Standing Committees.**

The Board, by a resolution adopted by the affirmative vote of a majority of the Directors, shall appoint Standing Committee Chairpersons for the following year's Standing Committees at the Annual Meeting.

The Board shall determine the term of office of a Standing Committee Chairperson(s) and/or member and the Board may remove a Chairperson(s) and/or member of a Standing Committee at any time (See Sec. 3.8). No Standing Committee which has members who are not Directors at the time, and no Standing Committee the creation of which and the designation of Directors to serve on which have not been approved as described above, shall have or exercise the authority of the Board, but may study, recommend and advise the Board with respect to such Standing Committee's particular subject area.

1. Clerical:

- a. Coordinate volunteer and snack calendars
- b. Collect, formulate and distribute HCNS monthly newsletter.
- c. Handle typing and copying for committee members and teachers.
- d. Coordinate & compile Orientation packets
- e. Maintain HCNS copier.
- f. Maintain all files on disc for HCNS information.

2. Educational Supplies/Purchasing:

- a. Work closely with teachers in purchasing educational equipment & supplies.
- b. Review status of supplies throughout school year and order additional supplies if necessary.

3. Special Events:

- a. Schedule & coordinate all field trips/special events with teachers.
- b. Work with teachers to order and purchase all snack supplies, paper goods, and meeting and school party supplies.
- c. Supervise arrangements, including set-up and clean up, for school parties and General Meetings.
- d. Purchase seasonal decorations and costumes.
- e. Distribute reminders to parents regarding upcoming events.
- f. Prepare monthly submissions for HCNS newsletter regarding upcoming field trips.

4. General Fundraising (2 chairpersons) + committee shared with Maplefest

I.

- a. Organize and run fundraising events (such as the mandatory Raffle, Tag Sale, School Photos, Munson's Mommy's Night Out.)
- b. Work with Publicity Committee to advertise upcoming events.
- c. Prepare monthly submissions for HCNS newsletter regarding fundraising events.
- d. Help with Hebron Maple Fest and other fundraisers as needed.
- e. Any other fundraising as determined by the Board.

II. Tag Sale held annually in the spring

- a. Collect items.
- b. Organize and hold event at approved location

5. **Maplefest:** (2 chairpersons) + committee shared with General Fundraising
Hebron Maple Fest Event held annually in March
 - a. Work with local businesses to determine site of HCNS Silent Auction to be held during the Festival.
 - b. Obtain donations, gifts, and other items for the Silent Auction.
 - c. Schedule volunteers to run the Silent Auction.
 - d. Prepare written report to Executive Committee following the Silent Auction.
 - e. Assist with General Fundraising as needed.

6. **Health & Safety:**
 - a. Compile required and completed health forms from each teacher, every enrolled child, and participating parent before children enter school.
 - b. Prepare lists for emergency calls, allergies, and fire drills.
 - c. Organize and schedule all radon, water, fire extinguisher and environmental testing.
 - d. Coordinate alarm service with the alarm company.
 - e. Handle all matters pertaining to health & safety.
 - f. Obtain updated health forms as required by law.

7. **Membership:** (2 chairpersons)
 - a. Coordinate the registration/confirmation process for incoming HCNS students; distribute and collect all necessary forms.
 - b. Keep current class lists and registration lists; distribute to parents or board members as appropriate.
 - c. Make telephone tree of classes and make revisions as necessary.
 - d. Be available for phone calls during summer months as well as calls throughout the school year regarding membership issues.
 - e. Coordinate prospective student visits to the school.

8. **Publicity :**
 - a. Submit current activities to newspaper and other media.
 - b. In charge of school camera and photographing school events.
 - c. Make posters/signs to publicize all events.
 - d. Maintain a file of photos for each class.

9. **Website:**
 - a. Work with Executive Committee, parents, and/or Clerical Committee to maintain HCNS Website.

10. Repairs and Maintenance: Committee Members may be assigned to repair duties or maintenance duties:

- a. Arrange repairs and maintenance duties – plowing, mowing.
- b. General maintenance and repairs of the outside of the building and play area and equipment.
- c. Any other outside repairs and maintenance as determined by the Board.
- d. Garbage disposal in conjunction with Cleaning Committee.

11. Cleaning Committee: Committee Members may be assigned to cleaning duties.

- a. Schedule and arrange weekly, major, toy, and any other cleanings.
- b. Coordinate reminder flyers for cubbies and phone calls to scheduled parents regarding upcoming weekly, major, and toy cleanings.
- c. Arrange preschool cleaning in August.
- d. Establish and publish/display teacher and volunteer cleaning criteria.
- e. Close school in June.
- f. Coordinate with Repairs and Maintenance any major or minor repairs.
- g. Purchase and maintain cleaning supplies.
- h. Garbage disposal in conjunction with R & M committee.

12. Governance & Grants

- a. Help to ensure that all HCNS meetings/actions are conducted according to HCNS's By-Laws and Standing Rules as well as Robert's Rules of Order.
 - b. Assist with monitoring that HCNS is in compliance with State of Connecticut Department of Public Health child day care licensing regulations.
 - c. Corporate Governance Review, minimally reviewing the By-Laws and Standing Rules every other year, bringing forth recommended changes to the board.
 - d. Shall be responsible for examining how the board is functioning, and whether the board is fulfilling its responsibilities including an evaluation of the board's performance.
 - e. Assist in the yearly composition of the Members of the Executive Committee and Chairperson(s) of Standing Committees.
- Grants-
- a. Research grants to support the mission & purpose of the school.
 - b. Submit grants and follow-up information to meet requirements of grants.

ARTICLE 4 **OFFICERS**

4.1 Powers and Duties. The Executive Committee shall have the responsibility to oversee the operation of the nursery school, hire teachers, and represent the nursery school in legal matters (signatures shall be accompanied by title).

4.2 Number, qualifications, term and election of officers. The Board shall appoint a President, Vice President, Treasurer, Assistant Treasurer, and a Secretary and may appoint such other Directors as they may determine. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been duly elected and qualified. Unless otherwise provided in a resolution electing an officer, his or her term of office shall extend to and expire at the June meeting of the Board, or until his or her death, or until he or she shall have resigned or shall have been removed as provided in these Bylaws

4.3 President. The President shall coordinate all activities of HCNS and preside at each meeting of the Board and at each meeting of the Executive Committee. Except as otherwise specified by the Board, the President shall be an ex officio non-voting member of all Standing Committees, and of the Board. The President can (but is not obligated to) vote at Board meetings whenever such vote will affect the result. The President shall see that all orders and resolutions of the Board and of the Standing Committees are carried into effect. In general, he or she shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to the President by these Bylaws or by the Board. The President shall be responsible for the overall management and administration of HCNS's operations. The President shall, in general, supervise and control all the business and affairs of the Corporation and shall, except in any case when the Board shall otherwise direct, have the power to sign, acknowledge and deliver on behalf of the Corporation all deeds, agreements and other formal instruments. In addition, the responsibilities of the President shall include planning, organizing, directing, coordinating, and evaluating activities of HCNS and its employees, and such other matters as the Board may from time to time define. The President shall have ultimate administrative authority and responsibility for HCNS. The President shall have custody of the seal of the Corporation, shall have authority to affix the same to any instrument requiring it, and to attest the seal by his or her signature. He/she shall act as liaison between the school and the community. In emergencies, the President is authorized to approve any expenditure, not exceeding \$100.00, to be reported at the following board meeting.

4.4 Vice President. The Vice President shall have such general responsibility as may be assigned to him or her from time to time by the Board or the President, and he or she shall perform all such other duties as from time to time may be assigned to him or her by the Board or the President. At the request of the President, or in case of his or her absence or inability to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall generally be responsible for receiving and handling suggestions and complaints from parents, the teachers, or other employees and shall assist in the communications between the Teachers and the Board. The Vice President will oversee all special projects including extra programs such as Healthy Heart Start and Lunch Bunch, as determined by the Board.

4.5 Treasurer. The Treasurer shall have charge and custody of and be responsible for all the funds and securities of HCNS. The Treasurer shall render to the President and to the Directors at the meetings of the Board, or whenever they may require it, a statement of the financial condition of the Corporation. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board or by the President. If required by the Board, the Treasurer shall give such security for the faithful performance of his or her duties. The Treasurer shall serve as chair of the Finance Committee, if constituted, and shall provide the Board with a monthly financial report; shall procure all required insurance necessary for the school's operation; and shall initiate an independent review of the books, done at the end of the fiscal year. The Treasurer shall be in charge of United Way donations (informing parents; submitting paperwork). The Term of office for Treasurer is from June 30 to June 30.

4.6 Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the receiving and disbursement of funds and, in general, perform all the duties incident to the office of Assistant Treasurer and such other duties as from time to time may be assigned by the Board or the President. In the event that the Board shall not have filled the office of Treasurer, the Assistant Treasurer shall perform the duties incident to the office of Treasurer. The Assistant Treasurer shall have charge of the collection of tuition.

4.7 Secretary. The Secretary shall serve all notices for the Corporation which shall have been authorized by the Board; keep the minutes of the meetings of the Board; be the custodian of the corporate records; retrieve the mail from the post office; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the President.

4.8 Other Officers. The Board may from time to time appoint such other operating officers and agents as the Board may deem necessary or advisable for the efficient operation of the Corporation's affairs, each of whom shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

4.9 Removal of Officers. Irrespective of term of office, but subject to any written contract rights, the Board may remove with or without cause any officer of the Corporation at any time.

4.10 Vacancies. Except as otherwise provided in these Bylaws, if the office of the President, and Vice President, the Treasurer, the Assistant Treasurer, the Secretary, or any other officer appointed by the Board becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term thereof by the Board.

4.11 Resignations. Any Director or any other officer appointed by the Board, may resign his or her office at any time by giving written notice thereof to the President of the Corporation or to the Board. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time of the receipt thereof, and the acceptance thereof shall not be necessary to make it effective.

ARTICLE 5 **MEMBERSHIP MEETINGS**

5.1 All Member Meetings. There shall be a number of open meetings of HCNS to be determined each school year by the Board. An open meeting shall be defined as a meeting of all members of HCNS, called by the President, with the official call made by the Secretary of the organization. A majority of the members will constitute a quorum.

ARTICLE 6 **STUDENT REGISTRATION AND ENROLLMENT**

6.1 Registration. Registration will occur after January 1st, but before the end of March. The lottery method will be used for open class registration and may be used for Early Registration if necessary.

6.2 Enrollment. The total enrollment shall follow the regulations set forth by the Connecticut State Department of Public Health. Enrolled children are children currently attending the Nursery School.

- (a) Only parents willing to extend complete cooperation with the By-laws and Standing Rules of the Nursery School can have their child's application considered.
- (b) All required state forms are to be on file at HCNS before a child may attend the school.

If during the school year, there is a withdrawal from any class, the position will be offered to the first person on the waiting list (as long as their child qualifies for the class). If they are not interested in the opening, the next person on the waiting list will be called. This will continue until the opening can be filled.

6.3 Age Requirement. Children will be accepted into the three-year old Nursery School program who will have reached the age of three years by October 31st of the school year. Children will be accepted for the four-year old Nursery School program who will have reached the age of four years by December 31st of the school year. Exceptions to the age requirements may be made at the discretion of the Board only in order to fill classes.

6.4 Withdrawal. Parents may be requested to withdraw their child upon recommendation of a Teacher and the Executive Committee. In such a case, a pro-rated tuition refund will be made and no further tuition shall be required.

If a child must be withdrawn for any other reason during the school year, a tuition refund will be made only if the child can be replaced from the waiting list with no financial loss to the school. If a replacement cannot be found, the parents will be responsible for tuition for a 30-day period following written notice of withdrawal. This does not refer to the monies paid at registration for last month's tuition as this is part of the registration payment and is non-refundable.

6.5 Tuition. The Board shall set the amount of tuition. It shall be payable in full, in three (3) monthly installments, or in ten (10) monthly installments, as outlined on the Payment Options Form. The first payment (June's tuition) is due at the time of registration. All other payments are due on the 1st of each month beginning in September and ending in May and are subject to appropriate late fees.

ARTICLE 7
LOANS, CHECKS AND DEPOSITS

7.1 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.2 Checks, Drafts, etc. All checks, drafts or order (including electronic funds transfer) for the payment of money, notes, bills of exchange and other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed with the signatures or facsimile signatures of such Directors or agents of the Corporation as the Board shall from time to time designate by name or title, or in lieu of any action by the Board, as the President shall designate.

7.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select or, in lieu of any action by the Board, as the Treasurer may select.

ARTICLE 8
CORPORATE RECORDS AND FINANCIAL STATEMENTS

8.1 Corporate Records. The Corporation shall keep at its principal place of business a copy of its Certificate of Incorporation and any amendments thereto, an original or a copy of the minutes of the meetings of the Board and any committees of the Board; and its Bylaws, including all amendments thereto, certified by the Secretary.

8.2 Financial Statements. At intervals of not more than twelve (12) months, the Corporation shall prepare a balance sheet showing its financial condition as of a date not more than four (4) months prior thereto and a statement of receipts and disbursements concerning its operations for the twelve (12) months preceding such date. The balance sheet and statement shall be on file at the principal office of the Corporation and be kept for at least ten (10) years from such date.

8.3 Fiscal Year. The fiscal year of the Corporation shall be from July 1st through June 30th.

ARTICLE 9
INDEMNIFICATION CONFLICT OF INTEREST

9.1 Indemnification. The Corporation shall indemnify to the full extent authorized or permitted by the Act any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the name of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise. This indemnification is not exclusive of any other rights to which such person may be entitled under any agreement, vote of the disinterested directors or otherwise.

9.2 Conflict of Interest. Any member of the Board or employee of the Corporation who may derive any profit or gain, directly or indirectly, by reason of membership on the Board, or for services to the Corporation shall disclose such interest to the Corporation and will refrain from

participating in any decision on such matters. The person shall also disclose any known significant reason(s) why the transaction(s) might not be in the best interest of the Corporation. The person's abstention from the vote and the reason for it will be recorded in the minutes of any meeting at which such matters are discussed.

ARTICLE 10 **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern HCNS in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order HCNS may adopt.

ARTICLE 11 **MISCELLANEOUS PROVISIONS**

11.1 Notice. Any notice required or permitted to be given under these Bylaws shall be in writing and shall be deemed to have been delivered if delivered in person or if sent by United States mail or by electronic mail, charges prepaid, telex, facsimile or fax addressed to such person at the address shown on the records of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If such notice is sent by mail, it shall be deemed to have been given to the person entitled.

11.2 Amendments. These Bylaws may be amended or repealed from time to time, and new bylaws may be added hereto, by the affirmative vote of a majority of the Directors entitled to vote who are present at any meeting of the Board at which a quorum is present, provided that the notice of such meeting shall set forth the general nature of the proposed amendment or repeal. If, however, full Board membership is present at any regular or special meeting, these Bylaws may be amended by unanimous vote without previous notice.

11.3 Execution of Contracts. The Board may authorize any Director and any agent or agents to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or limited to specified instances. No officer, agent or employee shall have any power or authority to bind or obligate the Corporation by any commitment, contract or engagement, or to pledge its credit or render it liable for any purpose or in any amount unless duly authorized by the Board.

11.4 Compensation for Services. The Corporation may pay compensation to any person (except a government official), even if such person is also a Director of the Corporation, for personal services (including, but not limited to, education, artistic, legal, clerical, and investment management services) which are reasonable and necessary to carry out the purposes of the Corporation, and may reimburse any such person for expenses incurred in connection with the rendition of such services, provided that the amount of such compensation or reimbursement is not excessive. The Board shall determine the amount of compensation or reimbursement that shall be paid.

11.5 Expenditures. Any single expenditure, by a member of the Executive Committee or member of a Standing Committee, which is greater than \$100.00, shall first be approved by the Board of Directors. Exceptions to this include recurrent expenses necessary to operate and maintain the school and fall within an approved committee budget.

11.6 Standing Rules. Standing Rules consistent with these By-Laws may be adopted at any Regular Meeting or Board Meeting.