

**BYLAWS OF LAKELAND'S LITTLE LEARNERS, LTD.
A PRIVATE, NON-PROFIT CORPORATION**

ARTICLE I

Name of Corporation

Section 1.01 The name of the corporation shall be Lakeland's Little Learners, Ltd.

ARTICLE II

Period of Existence

Section 2.01 The period of existence shall be perpetual.

ARTICLE III

Purpose

Section 3.01 The purpose of the child care center is to provide a dependable, high-quality child care service with it's primary location within the Elkhorn area. It is our desire to help tailor the service we provide as much as possible to the needs of the parents and their children. It is our belief that the parents' input and involvement in the care their child is receiving is very valuable and we will encourage this. A variety of programs will be provided for the children and are planned according to the developmental level of each child. Emphasis in activities will be given to play as a learning and growth experience.

It is also our intention to offer intergeneration programs for community residents and the children of the center. The objective of these activities shall be to achieve the best results for both community residents and children. These activities will be offered on a voluntary basis on the part of the community residents as well as the children and parents of the children.

It is our intent to operate the center as a non-profit corporation and to provide the employees who staff the center an opportunity to work for a high-quality child care center which is beneficial to the children cared for, the parents of those children, the community residents taking advantage of the intergenerational activities, and the staff providing the care.

ARTICLE IV

Principle Office

Section 4.01 The principle office is located in Walworth County, WI, and the address of such principle office is to be 240 E. Commerce Court, Elkhorn, WI.

ARTICLE V

Registered Agent

Section 5.01 The registered agent is the President of the corporation. The address of the registered agent is to be 240 E. Commerce Court, Elkhorn, WI.

ARTICLE VI

Amendment of Bylaws

Section 6.01 These bylaws may be amended by the Board of Directors and Officers. Amendment of the bylaws shall take place by virtue of a two-thirds vote of all Directors and Officers and those members of the corporation present to vote. With a 75% vote of the Board of Directors and Officers and members, the purpose as stated within the bylaws may be amended with the exception of "providing dependable, high-quality child care services and continued parental involvement". Notice of amendment must be given at least two weeks prior to the meeting in which the amendment shall be discussed.

ARTICLE VII

Board of Directors

- Section 7.01 Directors Enumerated - Election; Powers and Qualifications -** The business affairs and property of the corporation shall be managed by a Board of Directors, consisting of 5 person. Their major qualification shall be an interest in high-quality child care. The President of the Board shall be the current Administrator of Lakeland's Little Learners. The other 4 members shall consist of: 1 parent, elected by the parent population (membership) of Lakeland's Little Learners, 1 community member, sought out by the other Board of Directors, 1 staff person (not administration), elected by the staff-membership of Lakeland's Little Learners, and 1 staff person responsible for administration at Lakeland's Little Learners, elected by the Administration-Membership. These positions, with the exception of President, are on a rotating basis, two at a time, to hold a two year term, if not removed earlier by a vote of the Board of Directors and members.
- Section 7.02 Voting Rights -** Each of the positions on the Board of Directors, with the exception of President, shall carry with it one vote. The President will not vote except in the case of a tie.
- Section 7.03 Vacancies/Resignations -** Any resignation or vacancy shall be filled at a special meeting of the membership called for the purpose of election of a Director. The Parent-Membership shall elect the parent-representative, the Staff-Membership shall elect the staff-representative. Notice of such special meeting shall be given at least two weeks prior to the meeting in which election is to take place. The Administration-Membership will elect their administrative-representative. The community-representative will be sought out by the Board of Directors. This newly elected Director shall serve the remainder of the current term. If there is no interest in the spot that is open, after soliciting such interest for at least one month, the spot shall remain open for the rest of the year. This opening shall then be announced with the other openings before the next election is to take place.

ARTICLE VIII
Officers

- Section 8.01 Officers Enumerated - Election; Powers and Qualifications -** The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer. The President shall be the Administrator of Lakeland's Little Learners. The other officers shall be filled by the remaining four Directors, and shall be elected to their position by entire Board of Directors, including the President, at the annual meeting held in February. The officers shall have the powers described in Article VIII but shall at all times be subject to the authority and direction of the Board of Directors.
- Section 8.02 President -** The President shall be the principle executive officer of the corporation. The President shall preside at all meetings of the corporation and shall exercise the usual executive powers pertaining to the office of the President. The President shall see that all orders and resolutions are carried out that are determined and authorized by the Board of Directors.
- Section 8.03 Vice-President -** The Vice-President shall act as President in the absence or disability of the President and shall perform such other duties assigned her/him by the President of the corporation.
- Section 8.04 Secretary -** The Secretary shall keep the minutes of the meetings for all the meetings of the corporation, see that all notices are duly given in accordance of these bylaws, keep a register of addresses of each director and officer and perform all duties assigned by the President of the corporation. The Secretary shall be responsible for sending this register

of names and addresses, when it changes, and any changes in operating policies or by-laws, to the state licenser assigned to Lakeland's Little Learners.

- Section 8.05** Treasurer - The Treasurer shall review monthly the financial state of the corporation with the administration responsible for it.
- Section 8.06** Vacancies/Resignations - Any resignation or vacancy of an officer shall be filled at a special meeting of the Board of Directors called for the purpose of election of an officer. Notice of such special meeting shall be given at least two weeks prior to the meeting in which election is to take place. This newly elected officer shall serve the remainder of the current term.

ARTICLE IX

Membership

- Section 9.01** Members Enumerated; Powers and Qualifications - Membership shall be given to all legal guardians of children currently enrolled in Lakeland's Little Learners, to a maximum of two per family. The Parent-Membership of the corporation will have the responsibility of electing the parent-representative to the board. The Staff-Membership (which consists of all staff employed by Lakeland's Little Learners, with the exception of Administration) of the corporation will have the responsibility of electing the staff-representative to the board. The Administration-Membership will elect the administrative-representative to the board. The memberships shall also have the responsibility of voting on other issues presented when deemed appropriate by the Board of Directors.
- Section 9.02** Voting Rights - Membership in the corporation will carry with it one vote per member, to a maximum of two per family, in election of the Board of Directors' Parent Representative at the annual meeting of the Board of Directors where the Parent Representative's position is being voted on. Membership will also carry with it one vote per member, to a maximum of two per family, on any other issue presented to it by the Board of Directors.
- Section 9.03** Compensation - Members of the corporation shall not receive any compensation for their services as members of the corporation.

ARTICLE X

Indemnification of Directors, Officers and Members

- Section 10.01** The corporation does agree and shall indemnify and hold harmless any elected Director, elected Officer and approved Member of the Corporation from any and all damages, including attorney fees, which might be sustained by or claims made against the Directors, Officers or Members as a result of any injury to person or property occurring at any time with respect to or as a result of the operation of the Center except in relation to matters as to which she/he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. Directors, Officers and Members of the corporation shall not be liable for any debts or obligations of the corporation and shall not be subject to any assessment.

ARTICLE XI

Meetings

- Section 11.01** Annual Meeting - The annual meeting of the corporation shall be held in February of every year, at a place designated by the Board of Directors, for the purpose of election of Directors and Officers and for review and transaction of business that may come before the meeting. All annual meetings are to be attended by the Board of Directors, Officers and Members of the corporation. Announcement of such meeting shall be the responsibility of the Secretary and shall be given with at least two weeks notice.

- Section 11.02 Regular Meetings** - Regular meetings of the Board of Directors shall be held at least on a quarterly basis. These regular meetings shall be open to the membership of the corporation.
- Section 11.03 Special Meetings** - Special meetings of the Board of Directors may be called by or at the request of any Director or Officer. Notice of such special meeting shall be given by written notice to each Director and Officer at least 48 hours before such meeting is to take place. The Director or Officer calling such special meeting may determine whether the meeting will be open to the membership or not. Two-thirds of the Board of Directors must be present for quorum. Special meetings of the corporation may be called by or at the request of any Director, Officer or Member. Notice of such special meeting shall be given by written/verbal notice to each Director, Officer and Member at least one week (seven days) before such a meeting is to take place. Two-thirds of the Board of Directors must be present for quorum. Discussion and matters shall be determined by an agenda of the special meeting specific to the purpose for which the special meeting was called.
- Section 11.04 Order of Business** - The order of business at any meeting of the corporation shall be: (1) Call to order and role of Directors, Officers and/or Members; (2) Reading and approval of previous meeting minutes; (3) Reports of Officers, executive staff, committees; (4) Unfinished business; (5) New business; (6) Adjournment. The President of the corporation will conduct all meetings.
- Section 11.05 Parliamentary Procedure** - On questions of parliamentary procedure not covered in these bylaws, the standard reference shall be the current edition of Robert's Rules of Order, Revised.

ARTICLE XII

Committees

- Section 12.01 Committees** as deemed necessary shall be assigned by the Board of Directors. A Board Member shall assist on any committee formed that needs to exercise authority of the Board of Directors. A chairperson for the committee shall be appointed by the Board of Directors and shall be responsible for keeping current a set of meeting minutes for each committee meeting to document progress. The President of the corporation shall be an ex-officio member of all committees. Committees can be made up of Board Members, Parents of children attending the center, Staff of Lakeland's Little Learners, and members of the community with an interest in high-quality child care.

ARTICLE XIII

Contracts, Checks, Deposits, and Funds

- Section 13.01 Contracts** entered into by this corporation shall be signed by the President of the Corporation with authorization from the majority of the Board of Directors.
- Section 13.02 All checks, drafts or orders** for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Administrator/Director, Assistant Director, and/or Program Manager.
- Section 13.03 All funds** of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
- Section 13.04 The Board of Directors** may accept on behalf of the corporation any

contribution, gift, bequest or devise for general or special purposes of the corporation of purpose designated by the grantor or donor, if possible.

ARTICLE XIV

Books and Records

- Section 14.01** Books and Records - The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and of committees having any of the authority of the Board of Directors, and shall keep at its registered or principle office a record giving the names and addresses of the members.
- Section 14.02** Inspections and Reviews - All books and records of the corporation except those which may carry legal confidentiality or conform with the Right to Privacy legislation, may be inspected by any member, or his agent or attorney, for the proper purposes, to be determined by the Board of Directors if questions exist, at a reasonable time. The Board of Directors shall cause a review of the records of the corporation to be made each January or at the resolution of the Board any time, by a designee of the Board of Directors.
- Section 14.03** Entire Content - Books and records, for the purpose of this Article, shall include any and all books and records of the corporation proper, as well as any and all books and records which may by legal interpretation be construed and defined to be in fact the responsibility of and which may bear the liability of the corporation, whether as a sponsor, agent, or contractual party to any agreement or assurances which in any way involve the corporation as a party proper, except those exempt in
- Section** 14.02.

ARTICLE XV

Fiscal Year

- Section 15.01** Fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XVI

Article of Dissolution

- Section 16.01** Dissolution - In the event of dissolution of the corporation, all of its assets, after payment of its debts and liabilities, shall be donated to another 501(c)(3) corporation whose purpose is to the benefit of children. Such corporation shall be determined by the Board of Directors at the center's closing.