

**BYLAWS
OF THE
NIST CHILD CARE ASSOCIATION**

ARTICLE I

PURPOSE

The purpose of the NIST Child Care Association (hereinafter CA) is to oversee the program and the administration of the child care facility for the enrolled children on the National Institute of Standards and Technology (hereinafter NIST) Gaithersburg campus

ARTICLE II

OFFICES

The principal offices of the CA are located in Gaithersburg, Maryland.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership

Membership shall be open to all parents, prospective parents, and persons interested in supporting the CA who are affiliated with NIST, either as employees or Associates, and their spouses, or are Employees (either U.S. Citizens or Permanent Residents) of other U.S. Federal Agencies and their spouses (either U.S. Citizens or Permanent Residents), regardless of their age, sex, race, color, national or ethnic origin. Members will be governed in accordance with the CA bylaws.

SECTION 2. Obligations, Privileges, and Restrictions of Members

- (a) May vote at meetings and serve on committees.
- (b) Voting privileges at annual, special, or committee meetings are extended to CA members who have paid dues. When one membership is shared between spouses, the voting privileges are extended to one vote.
- (c) The Executive Director may, by consent of the President, extend provisional membership to

persons not to exceed 10% in number of the general membership and who are not eligible to vote or receive services rendered by the CCA, i.e., child-care services. Provisional members shall not be considered part of the general membership for the purpose of establishing quorum.

SECTION 3. Membership Dues

- (a) Application for membership may be made by completing a membership application and submitting it to the NIST CCC office or to any officer of the CA.
- (b) Membership dues will be determined annually by the Board of Directors. Membership shall terminate when dues are sixty (60) days delinquent.
- (c) Membership dues will be payable on September 1 of each year.
- (d) Dues for provisional members shall be waived.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1. Annual Meeting

An Annual Meeting of the members for the purpose of electing the Board of Directors shall be held on the first Tuesday in the month of October, or at the next earliest convenient date in October.

SECTION 2. Special Meetings

Special meetings of the members may be called by the Chairperson with two concurring members of the Board of Directors, or by a majority of the members who have voting rights.

SECTION 3. Place of Meetings

A place for the meeting will be designated on the NIST campus by the persons calling the meeting.

SECTION 4. Notice of Meetings

Written notice stating the place, day, and hour of any meeting of the CA shall be sent to the membership not less than one (1) week before the date of the meeting by the persons calling the meeting.

SECTION 5. Quorum

Except as otherwise provided in these bylaws, the presence in person or by proxy of a majority of the CA members with voting privileges shall constitute a quorum at all meetings of the CA.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1. General Powers and Responsibilities

The CA policies will be determined by, and its affairs managed by, the Board of Directors. The Board is responsible for the selection, hiring, and termination of the NIST Child Care Center Executive Director, Bookkeeper, and licensed Certified Public Accountant (CPA). The Child Care Center Executive Director is, with timely notification of the Board, responsible for the selection, hiring, and termination of the NIST Child Care Center Staff. The Board will make an Annual Report to the CA membership.

SECTION 2. Liability

The members of the Board and Scholarship committee shall not be personally liable for any mistake of judgment, negligence or otherwise except for their own individual willful misconduct or bad faith. The CA will indemnify board members from any liability or damage arising out of their activities as board members.

SECTION 3. Manner of Acting

A proposal is enacted when voted upon by a majority of the Board of Directors present at a meeting in which a quorum exists. A majority of the voting Board of Directors constitutes a quorum. Any decision of the Board of Directors may be revoked by a seventy-five percent (75%) vote of the CA membership.

SECTION 4. Constitution of the Board

The elected CA Board is required to be made up of members of the CA. The elected Board members will annually elect individuals to serve in the offices of the president, vice-president, secretary, treasurer, personnel officer and fund raising officer. The Executive Director of the NIST Child Care Center shall hold a non-voting position.

SECTION 5. Elections

Elections of the Board of Directors' vacancies will be conducted at the Annual Meeting. An election Committee composed of at least three (3) and not more than five (5) CA members will be appointed by the CA President. The Elections Committee must be appointed not later than each June 15.

Responsibilities of the Elections Committee are to: (i) contact and obtain permission of eligible CA members to run for the vacant seats on the Board, (ii) prepare brief biographical and position statements to be distributed with proxy statements to all CA members with voting privileges three (3) weeks prior to the Annual Meeting and posted at the NIST Child Care Center, (iii) collect proxies to ensure a quorum at the Annual Meeting, and (iv) verify and count the ballots, announce the results at the Annual Meeting and post them at the NIST Child Care Center.

SECTION 6. Special Elections

Should a Board member's position be vacated during his/her term in office, a new Elections Committee will be appointed to nominate one or more candidates for the vacancy of the unexpired term. A ballot will be sent to the full membership at large. The candidate must receive a majority of the vote of the returned

ballots in order to be elected to fulfill the departing Board member's term. Every attempt will be made to maintain a board composition of nine voting members.

No later than one (1) month after the new candidate is elected, the Board will re-evaluate the assignment of officers and make any adjustments required to fill the officer positions identified in Sections 4 and 7 of the by-laws.

SECTION 7. Terms of Office

- (a) Each member serves on the Board for two (2) years with one-half of the elected positions being filled each year. Successful candidates will be assigned to these vacancies, ensuring a board composition of nine voting members.
- (b) The Board will annually elect officers to the open position(s) of president, vice-president, treasurer, secretary, personnel officer, and fund raising officer no later than one (1) week after the Annual Meeting. Ordinarily, the position of President will not be occupied by a person who has been newly elected to the board. All terms of office are for one (1) year.
- (c) The Executive Director of the NIST Child Care Center may serve continually.

SECTION 8. Meetings of the Board of Directors

An organizational meeting of the Board will be held within one (1) week after the Annual Meeting at which the Board of Directors has been elected. The regular meetings will be on the NIST Gaithersburg campus. After the first meeting, all subsequent meetings will be held at least once every two (2) months. Meetings will be open to the CA members. Members will be notified of the time and place of the meetings by means of an announcement posted in the NIST Child Care Center. When specific personnel matters are discussed, only the Board and its invitees will be present.

ARTICLE VI

OFFICERS

SECTION 1. Duties

President

Is a representative of the Board of Directors in all matters concerning the CA; signs checks; signs official documents; presides at Board of Directors' meetings and general meetings; makes certain that the notice of meetings are posted in advance; carries out the official correspondence with assistance from the secretary; delegates duties as necessary; appoints Scholarship committee.

Vice-President

Aids the President of the CA; is acting President in his/her absence; signs checks.

Secretary

Chairs the communications committee and keeps the minutes of all Board of Directors' meetings and general and special meetings; keeps CA records in appropriate files; prepares correspondence required by the President or the Board of Directors; maintains an up-to-date copy of the bylaws and policies of the CA; maintains the CA membership list and the committee members roster or insures that another member of communications committee performs these tasks.

Treasurer

Oversees the financial affairs of the CA; signs checks; files tax forms and other required financial forms; reviews bookkeeper's monthly reports and necessary supporting documents; prepares required monthly, quarterly, and annual reports; chairs the Fiscal Management Committees.

Personnel Officer

Chairs the Personnel Committee. Reports to the Board of Directors on actions and recommendations of the Personnel Committee.

Fund Raising Officer

Chairs the Fund Raising Committee. Reports to the Board of Directors on actions and recommendations of the Fund Raising Committee.

Members-at-large participate in all meetings and deliberations of the Board; assist with Board-delegated functions and serve on committees.

SECTION 2. Accountability

Each officer is accountable to the Board of Directors for all actions performed in the name of the CA. An officer may be removed from office for cause by a vote of seventy-five percent (75%) of all remaining Board members.

SECTION 3. Responsibility of Retiring Officers and Committee Chairs

Will turn over all CA files to the successor, or in the case of resignation, to the Board of Directors. Will rally CA members to run for office to replace his/her position on the Board.

SECTION 4. Bonding of the Officers of the Board

The members of the Board shall be bonded by the CA.

ARTICLE VII
COMMITTEES

SECTION 1. Creation

Committees may be formed by and with the consent of the Board of Directors.

SECTION 2. Members

Any member or member's spouse may sit on a committee. Voting privileges are restricted to CA members.

SECTION 3. Term of Office

The Board of Directors will annually appoint the Chair of each committee.

SECTION 4. Duties

All committees are directly responsible to the Board of Directors. Each committee must annually or, when requested, present a report to the Board of Directors.

SECTION 5. Rights

Any committee has the right to appear before the Board of Directors upon request.

SECTION 6. Quorum

A majority of the members of the committee shall constitute a quorum.

SECTION 7. Committee Proposals

A proposal is made by a committee when approved by a majority of the members at a meeting. All committee proposals are subject to approval by the Board of Directors.

SECTION 8. Standing Committees

Standing committees are of permanent duration.

- (a) Personnel: Consists of at least three (3) but not more than five (5) members; it shall be chaired by the Personnel Officer. Duties are: oversees policy of personnel as set forth by the Board of Directors and implemented by the Executive Director of the NIST Child Care Center; hears staff grievances and parent complaints after they have been reported to the Executive Director of the NIST Child Care Center and are still unresolved; makes recommendations regarding staff needs or personnel policy to the Executive Director of the NIST Child Care Center

- (b) Fund Raising: Plans and implements fund raising projects as approved by the Board of Directors for the CA. The Fund Raising Officer shall be its chair.

- (c) Fiscal Management: Evaluates and oversees the financial needs of the CA; oversees the annual budget and recommends spending priorities; submits the budget to the Board of Directors by May 31 each year; reviews and recommends financial investments with the input of the bookkeeper. There will be a minimum of three (3) members, it shall be chaired by the Treasurer, and shall include the Executive Director of the NIST Child Care Center.
- (d) Communications: Takes and maintains records of the CA business including the CA bylaws, financial reports, handbooks (parent, staff and summer camp), membership directory and written policies and any other documents reflecting CA business or policies; drafts information technology policies for usage and controls of telecommunications, computers and other electronic media in the CCC classrooms and by the CCC staff; evaluates and maintains non-NIST owned computers and establishes access controls, whitelists, etc.; and establishes and maintains the CA and CCC presence on the Internet and social media outlets, including NIST owned web pages, etc. The communications committee shall be composed of at least three members and will be chaired by the secretary.

SECTION 9. Ad Hoc Committees

At the request of the Board of Directors a special purpose committee may be formed. Its purpose must be reviewed annually by the Board.

SECTION 10. Special Committees

Special committees are reserved for handling policy or business matters of a special nature, e.g., when decisions regarding awards or policy applications to individual members might cause a conflict of interest.

- (a) Scholarship committee: Consists of at least three (3) members but not more than five (5) members, none of whom may be applicants for, or receive, reduced tuition, and be chaired by a Scholarship Chair. The scholarship committee is nominated by the Executive Director and appointed annually by the President, unless the President is an applicant for reduced tuition, in which case the President will appoint another officer to review the Executive Director's nominees. Provisional members are eligible to serve and chair this committee. The Scholarship committee will make recommendations to the Executive Director as to the disbursement of funds previously made available by the BOD. The Executive Director shall make the final decision on these awards. The Scholarship committee shall keep records of methods for establishing recommendations, e.g., reduced tuition matrices, and provide them to the Executive Director for inclusion with the general records. The Executive Director shall report on recommendations, the methods for establishing the recommendations and a summary of awards to the BOD. Since the Scholarship committee only provides recommendations to the Executive Director, this committee is not required to report to the BOD and will generally operate in closed session.

ARTICLE VIII

LEGAL AND FINANCIAL INSTRUMENTS

SECTION 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CA.

SECTION 2. Audit

The accounts of the CA shall be audited annually by a licensed CPA, who examines the accounts and assets of the CA. The auditor shall determine whether all receipts due the CA have been properly recorded and whether funds were expended with proper authority. The findings shall be reported to the Board within six (6) months of the close of the fiscal year and to the CA at the following Annual Meeting.

SECTION 3. Loans

Loans contracted on behalf of the CA must be approved by the Board of Directors.

SECTION 4. Checks, Drafts, Etc.

All checks, drafts, or other orders of payment of money, notes, or other asset transfers issued in the name of the CA shall be signed by one of the four (4) signatures of the President, Vice-President, Treasurer, or Bookkeeper. With the approval of the Treasurer and notification of the BOD, credit and debit card accounts may be established for use by the Executive Director (or a designate).

SECTION 5. Deposits

All monies received by the CA shall be deposited at least monthly to the credit of the CA in such banks, trust companies, or other depositories which are Federally insured as approved by the Board of Directors. No monies shall be used for payment of debts or other obligations prior to having first been deposited and recorded.

SECTION 6. Gifts and Bequests

The Board of Directors may accept on behalf of the CA any contribution, gift, or bequest for general purposes or for any special purpose of the CA.

SECTION 7. Investments

Investment opportunities shall be agreed upon by the fiscal management committee and are subject to the oversight of the Board of Directors.

ARTICLE IX

FISCAL YEAR

The fiscal year shall begin October 1 and end September 30 of the following year.

ARTICLE X

AMENDMENTS TO THE BYLAWS

Members will be notified of the time, date, and place of the meeting at which bylaw changes will be proposed. Proposed amendments will be distributed to the CA members at least ten (10) days prior to the meeting. Bylaws will be amended by a vote of the majority of the members, present or represented by proxy.