

Amended and Restated Bylaws
of
Victory Village Day Care Center, Inc.

(As Revised: August 20, 1997, March 15, 2010)

Article I

Name

The name of this Corporation shall be the Victory Village Day Care Center, Inc. (hereinafter “VVDCC”).

Article II

Purposes

The purposes of the Corporation are:

- a. To provide quality child care for children enrolled in VVDCC;
- b. To enable individual parents to be gainfully employed and/or to be enrolled as students;
- c. To assist The University of North Carolina at Chapel Hill (“University”) and UNC Hospitals by lessening the burdens imposed in meeting the child-care needs of their faculty, staff and students at the lowest reasonable cost.

Article III

Operations

The following operational requirements shall be met by VVDCC:

- a. Provide enrollment restricted to children of faculty, staff and students of the University and UNC Hospitals;
- b. Comply with all operating standards of the North Carolina Child Care Commission;
- c. Operating as a 5-star licensed child care center as set forth by the North Carolina Department of Health and Human Services.

Article IV

Offices

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of North Carolina as the Board of Directors (hereinafter referred to as “the Board”) may from time to time determine.

Article V

Membership of the Board of Directors

Section 1. General Powers

The affairs of the Corporation shall be managed by the Board whose powers and duties shall include but not be limited to:

- a. Employing a full-time Executive Director of VVDCC pursuant to personnel policies adopted by the Board. All personnel actions regarding the position of the Executive Director of VVDCC shall require a three-fourths vote by the entire voting membership of the Board, and any proposed hiring decision shall also require prior approval of the University and UNC Hospitals.
- b. Conducting an annual evaluation of the Executive Director of VVDCC, by the Board Chair with input from the entire Board, parents, staff, and others as needed.
- c. Establishing financial, operational and personnel policies for VVDCC in consultation with the Executive Director.
- d. Approving an annual budget each fiscal year.
- e. Establishing all tuition rates and fees each fiscal year.
- f. Entering into any contract or executing and delivering any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- g. Appointing members to the standing Committees listed below. Each such Committee shall have at least one appointee who is a member of the Board:

- i. Executive Committee
- ii. Finance
- iii. Personnel

The Board Chair may also create other *ad hoc* committees and appoint members to these committees and designate a Chair for each committee. Committees serve in an advisory capacity to the Board.

- h. Doing all things necessary or convenient, allowed by law, to further the activities and the affairs of VVDCC, including making, prescribing, and enforcing all necessary rules and regulations for the conduct of the affairs of the Corporation and for the control and management of its property.

Section 2. Nature, Tenure and Qualifications

The Board shall consist of fourteen members as described herein.

a. Voting Directors

The number of voting Directors shall be eleven (11) which shall be composed as follows:

- i. Four members appointed by the President and CEO of UNC Hospitals;
- ii. Four members appointed by the Chancellor of the University; and
- iii. Three members who are parents of children currently enrolled in VVDCC.

Each of the four members appointed by UNC Hospitals and four members appointed by the University shall serve two year alternating terms.

Moreover, at least one of each of the four members appointed by the University and UNC Hospitals shall be a parent of a child currently or formerly (within the past two years) enrolled in VVDCC.

“Parent” as used herein shall include a child’s guardian or foster parent.

b. Non-Voting Directors

The number of ex officio Directors, who shall not have voting rights, shall be three (3), which shall be composed as follows:

- i. The Executive Director of VVDCC;
- ii. The designee of the President and CEO of UNC Hospitals;
- iii. The designee of the Chancellor of the University.

Consistent with the language in Article V, Section 2.c., iii. below, the designee of the Chancellor of the University and the designee of the President and CEO of UNC Hospitals shall serve until such time as a new appointment is made by the Chancellor of the University and the President and CEO of UNC Hospitals.

c. Election and Term

- i. New Board members who serve by election (i.e., the parent representatives) shall be elected annually at a September meeting of the parents of children enrolled at VVDCC to be held each year if there are more nominees than available Board positions. Notice of such meeting shall be posted in a conspicuous manner at or near the door of VVDCC at least ten days in advance of the meeting. Each child's parent or guardian shall have one vote in any election.
- ii. If an elected director position should become vacant prior to the expiration of its term, the vacancy may be filled by a vote of the parents of children enrolled at VVDCC. The person elected to fill the vacancy shall serve for the unexpired portion of the term. Staggered terms will be described to permit continuity to the Board for the two year terms of service to the Board.
- iii. The term of office of the ex officio Directors shall run concurrently with their tenure in the respective offices designated in Article V, Section 2.b., above.

Article VI

Meetings of the Board of Directors

Section 1. Annual Meeting

An annual meeting shall be held at VVDCC in September of each year for the purpose of electing Directors if needed, and for the transaction of other such business as may come before the meeting.

Section 2. Regular Meetings

Regular meetings shall be held monthly at such regular scheduled time as determined by the Board or as otherwise determined by the Board.

Section 3. Place of Meetings

The Board shall meet at VVDCC or at such place as shall otherwise be designated by the Board.

Section 4. Open Meetings

All Board meetings are open to all parents and guardians of children enrolled in VVDCC, except Executive Committee meetings (when acting for the Board), and/or Board meetings dealing with confidential personnel issues or confidential student issues which are conducted in closed session.

Section 5. Special Meetings

Special meetings of the Board shall be meetings other than regularly scheduled meetings and shall be convened only upon unanimous vote of the Executive Committee after a determination by the Executive Committee that the business of the Board cannot be delayed until the next regularly scheduled meeting.

Section 6. Notice of Special Meetings

Notice stating the place, day and hour of any special meeting shall be communicated in writing and delivered to each Director entitled to vote at such meeting not less than two days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice.

Section 7. Quorum

A majority of the Directors shall constitute a quorum at any meeting. If a quorum is not present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Informal Action by Directors

- a. Action taken by less than a majority of the Directors is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Such action shall be

effective when the last Director signs the consent, unless the consent specifies a different effective date.

- b. If an otherwise valid meeting of the Board is held without proper call of notice, action taken at such meeting is deemed ratified by a Director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question, he or she files with the Secretary of the Corporation his or her written objection to the holding of the meeting or to any specific action so taken.

Section 9. Presumption of Assent

A Director who is present at a meeting of the Board when corporate action is taken shall be deemed to have assented to the action taken unless the Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the Director's dissent or abstention from the action is entered in the minutes of the meeting, or the Director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the Corporation immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a Director who voted in favor of the action taken.

Section 10. Attendance.

Each Director is expected to fully contribute to the Board, including an expectation to attend all regularly-scheduled meetings. If a Director has an attendance problem as follows:

- a. The Director has two un-notified absences in a row (“un-notified” means the member did not call ahead to the Board Chair or the VVDCC Executive Director before the upcoming meeting to indicate that he/she would not be able to attend the upcoming meeting);
- b. The Director has three notified absences in a row; or
- c. The Director misses one third of the total number of Board meetings in a twelve-month period;

then the Chair shall initially discuss the problem with the Director, and the Director’s response will be shared with the Board. If the attendance problem

continues then the Board may take action to remove the Director either by notifying the appointing authority or by voting to remove the elected Director from the Board. A three-fourths vote of the full voting membership shall be required to remove the elected Director from the Board.

Section 11. Attendance by Telephone

The Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Article VII

Officers

Section 1. Officers

The officers of the Corporation shall be a Chair, a Vice Chair, Secretary and Treasurer. The Chair shall be a parent of a child currently or formerly enrolled (within the last two years) at VVDCC.

Section 2. Election and Term

The officers shall be elected each September following the election of new Board members and shall serve for a one-year term. An officer may be re-elected to serve consecutive terms.

Section 3. Executive Committee

The officers shall serve as an Executive Committee and shall have the power to act without convening the Board if such action cannot be delayed until the next regularly scheduled meeting. Any act of the Executive Committee must be ratified by the Board at its next regularly scheduled meeting.

Section 4. Duties of Officers

- a. The Chair shall make appointments to all standing and special committees, establish the agenda for each meeting, and run all Board and Executive Committee meetings.

- b. The Vice Chair shall assume the duties of the Chair in the Chair's absence and shall assist the Chair in the performance of the Chair's duties.
- c. The Secretary or appointed designee shall take minutes of all Board and Executive Committee Meetings and shall keep said minutes on file at the VVDCC. The Secretary or appointed designee shall also ensure that the minutes are communicated in writing to the Board no later than the next meeting at which the Board will approve those minutes.
- d. The Treasurer shall prepare monthly financial reports for the Corporation and present them to the Board each month and shall serve as chair of the Finance Committee.

Section 5. Compensation of Directors and Officers

The Directors and officers of the Corporation shall serve without compensation.

Article VIII

Contracts, Checks and Deposits and Funds

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, etc.

All checks, drafts or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time determined by resolution of the Board.

Section 3. Deposits

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 may select.

Section 4. Gifts

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

Article IX

Special Funds

In addition to any other accounts or special funds, VVDCC shall maintain a Reserve Fund to be used to fund structural maintenance expenses and otherwise as deemed necessary and appropriate in special circumstances. In the event the Agreement by and between VVDCC, UNC-CH and UNC Hospitals is terminated, all assets in the Reserve Fund shall become the property of the University and Hospital.

Capital for the Reserve Fund, after initial funding from reserves of VVDCC, shall be generated by fundraising at events which have been pre-designated for such purpose or by grant or gift to such fund. Use of the above-mentioned fund for other than its stated purposes shall require approval of three-fourths vote of the full voting membership of the Board at any meeting.

Article X

Books and Records, Fiscal Year

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Board members. All books and records of the Corporation may be inspected by any Director, or his agent or attorney for any proper purpose at any reasonable time. The fiscal year of the Corporation shall be July 1 – June 30.

Article XI

Dues

No dues shall be paid.

Article XII

Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIII

Amendments to the Bylaws

These Bylaws may be amended by a three-fourths vote of the full voting membership of the Board at any meeting, the notice of which is communicated in writing to the Directors not less than ten (10) days before the meeting; except that the Board membership provision cannot be changed without the agreement of the President and CEO of UNC Hospitals and the Chancellor of the University.

Article XIV

Amendments to Personnel and Operational Policies

The Board-approved, written Personnel and Operational Policies may be amended by a three-fourths vote of the full voting membership of the Board at any meeting, the notice of which is communicated in writing to the Directors not less than ten (10) days before the meeting.