



**BY-LAWS
FIRST ENVIRONMENTS PARENTS' ORGANIZATION
(A Nonprofit Corporation)
AS AMMENDED, EFFECTIVE November 2008**

ARTICLE I

CORPORATION

Section 1. Name. This Corporation shall be known as the First Environments Parents' Organization, hereinafter called the Corporation.

Section 2. Objects. The object for which the Corporation is organized is to provide daycare services for children whose parents are federal employees working in the Research Triangle Park area, through the development, operation, and support of the First Environments Early Learning Center (the center).

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office address of the Corporation shall be located at the National Institute of Environmental Health Sciences, Post Office Box 12233, Research Triangle Park, North Carolina 27709.

Section 2. Registered Office. The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices. The Corporation may have offices at such other places, within the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE III

MEMBERSHIP IN THE CORPORATION

Section 1. Member Eligibility. Membership in the Corporation is mandatory upon enrollment of a child in the Center. There will be no more than one membership per family. Each family membership will hereinafter be called a Member.

Section 2. Membership Rolls. The Executive Director or his/her designate shall monitor the membership and maintain an up-to-date list of the Members, their addresses, and their places of employment.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Regular Meetings of the Members. At least two meetings of the Members shall be held, one in July and one in January of each year. The first meeting shall be held in May of 1986.

Section 2. Special Meetings of the Members. Special meetings of the Members may be called by two Directors of the Board, or by the signatures of not less than one-fifth of the Members on a Petition for Meeting and shall be held within a month of the presentation of the Petition to the Board of Directors at a place within ten miles of the Center as designated by the Board of Directors.

Section 3. Notice of Meetings. Written notice stating the place, day, hour, and agenda of any meeting of the Members shall be posted at the Center not less than one nor more than four weeks before the date of the meeting by the persons calling the meeting.

Section 4. Quorum. The members equivalent to at least one-fifth of the number of the total membership shall constitute a quorum at a meeting. If a quorum is not present at any meeting of the Members, no action may be taken, and a majority of the Members present may adjourn the meeting without further notice.

ARTICLE V

DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committee or Committees as the Board may establish pursuant to the By-Laws.

Section 2. Number, Term, and Qualifications. The number of the Directors of the Corporation shall not be less than five (5). Directors shall be elected for a term of two years.

Composition of the Directors should strive to represent the present and anticipated diversity (including race, gender and family income) of the children enrolled. No Director or their spouse may be an employee of First Environments Early Learning Center or hold any other position in relation to the Center that would constitute a conflict of interest.

Section 3. Election of Directors. Directors of the Corporation shall be elected annually at the regular meeting of the Members held each July, to fill vacancies on the Board of Directors occurring as a result of the expiration of the terms of Directors. All candidates shall be Members who have expressed a willingness to serve if elected; candidates names shall be published at least two weeks before the date of the semi-annual meeting held in July.

. Directors shall be elected from among the membership of the Corporation by a simple majority vote of the Members, so long as a quorum of the Members is met. Votes will be cast 48 hrs prior to, and will close at the end of, the July Parents meeting. In the event of a tie vote, the Board of Directors may select a winner by a simple majority vote of the Board of Directors, provided a quorum is present.

Section 4. Removal. Directors may be removed from office with cause by a vote of two-thirds of the Members at a regular meeting of the Members at which a quorum exists. A Director, who has missed 50% of the regularly scheduled Board meetings during a fiscal year, or three consecutive meetings during his/her term, will be removed from the Board. The removed Director may request reinstatement within 30 days of his/her removal. Directors may be reinstated by a vote of a simple majority of the members of the Board of Directors.

Section 4a. Resignation. When a vacancy on the Board of Directors is pending, all Members will be notified of the vacancy. Interested Members should express their willingness to serve on the Board of Directors to a current member of the Board. The Board of Directors will elect a new Director by a simple majority vote, provided a quorum is present. When a vacancy on the Board of Directors has been filled, following the resignation of a Board member, all Members will be notified of the replacement.

Section 5. Reimbursement. The Board of Directors may provide reimbursement of all expenses incurred by the Directors in attending special meetings or conferences related to FE/Childcare business or training.

Section 6. Executive Committee. The Board of Directors may, by resolution, designate two (2) or more Directors to constitute an Executive Committee, which to the extent provided in the resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation.

ARTICLE VI

MEETING OF DIRECTORS

Section 1. Regular Meetings. The Board of Directors may provide by resolution, the time and place, either within or without the State of North Carolina, for holding at least two meetings each year. Provided that one such meeting shall be held within two weeks of the annual meeting at which directors are elected.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called or at the request of the President or any two (2) Directors.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the specific purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum. Four Directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. Manner of Acting. Except as otherwise provided in this Section, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The vote of a majority of the number of Directors fixed by these By-Laws shall be required to

adopt a resolution constituting an Executive Committee, or to adopt a resolution dissolving the Corporation.

Section 6. Informal Action by Directors. Action taken by a majority of the Directors without a meeting 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.

ARTICLE VII

OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President and a Treasurer.

Section 2. Election and Term. The Officers of the Corporation shall be elected by the Board of Directors. Such elections shall be held at the regular meeting of the Board in August. All existing Officers will continue to serve until the election of new Officers.

Section 3. Removal. Any Officer of the agency appointed by the Board of Directors may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract right, if any, of the persons so removed.

Section 4. Compensation. No Board member shall receive compensation for duties as a member of the Board of Directors.

Section 5. President/Treasurer. The President shall be the principal Executive Officer of the corporation, and subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these By-Laws. The President shall sign, with any other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent, and in general the President shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Unless there are special circumstances, the President will also hold the office of Treasurer and shall verify the accuracy of all accounts and transactions. Under the oversight of the President/Treasurer, FEELC shall employ a certified

accountant that shall perform all duties customary to the office of Treasurer and shall be responsible for all corporate funds and securities and shall keep full and accurate records of all transactions. The accountant shall file a true statement of the assets and liabilities as of the close of each fiscal within four (4) months after the end of such fiscal year and verified by the President/Treasurer.

Section 6. Absence or Disability of President. In the absence or disability of the President, the remaining Board members will designate a Board member to perform the duties and exercise the power of that office for as specified period of time.

Section 7. Secretary. The Secretary, if elected, shall keep accurate records of the acts and procedures of all meetings of Directors. The Secretary shall give all notices required by law and these By-Laws. The Secretary shall have general charge of the corporate books and records and of the corporate seal, and the Secretary shall affix the corporate seal to any lawful executed instruments requiring it. The Secretary shall sign such instruments or other documents as may require the Secretary's signature, and such other duties as may be assigned to the Secretary from time to time by the President or by the Board of Directors. The Board of Directors may assign the various duties of the Secretary to other Board Members or designees.

Section 8. Bonds. The Board of Directors may by resolution require any and all officers, agents, and employees of the Corporation to give bond to the Corporation with sufficient sureties condition on the faithful performance of the duties of their respective offices or positions, and to comply with such under conditions as may from time to time be required by the Board of Directors.

Section 9. Accountability to the Board of Directors. Each officer is accountable to the Board of Directors for all actions performed in the name of the Corporation. An officer may be removed from office by a vote of three members of the Board.

ARTICLE VIII

CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agents or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. 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 of Directors, such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money 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 be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation, in such depositories as the Board of Directors may direct.

Section 5. Gifts. The Board of Directors is authorized to accept contributions, gifts or bequests of any personal property on behalf of the Corporation.

ARTICLE IX

GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the Center of which is inscribed Seal and such seal impressed on the margin hereof is hereby adopted as the corporate seal of the Corporation.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Charter of By-Laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from September 1 to August 31.

Section 4. Amendments. The vote of the majority of the Members of the Corporation shall be required to adopt, amend, or repeal these By-Laws, and provided that a quorum of Members is represented. Votes will be cast 48 hrs prior to, and will close at the end of, a Regular or Special Meeting of the members.

I, Gary St. John Bird, President of the First Environments Early Learning Center do hereby certify that the foregoing 7 pages constitute the full and complete By-Laws in full force that effect, same having been properly adopted by the membership at a properly called meeting on the 19th Day of November 2008.

President_____

Date_____

Notary_____

My Commission Expires_____

First Environments Early Learning Center, 109 T. W. Alexander Drive, NC 27709