

Children's Education Center of the Islands, Inc. BYLAWS

Article 1 - Name

The name of the Corporation is the CHILDREN'S EDUCATION CENTER OF THE ISLANDS, INC. (hereinafter called "CECI" or "the Corporation"), located at 350 Casa Ybel Road, in the City of Sanibel, in the County of Lee, in the State of Florida. Other offices for the transactions of the business will be located at such places as the Board of Directors may, from time to time, determine.

By the act of joining this preschool cooperative, each member is bound by the following Bylaws.

Article 2 - Purpose

The Corporation was organized and will operate exclusively for one or more of the purposes as specified under SECTION 501 (c) (3) of the Internal Revenue Code. Primarily, the organization seeks to organize and operate a preschool for children under six (6) years of age and to organize and operate a recreational center for children on the islands of Sanibel and Captiva and the surrounding areas of Lee County.

Article 3 - Membership

Section 1. Qualifications for Membership

Membership in the Corporation will be open on a nondiscriminatory basis to all community members who are parents or legal guardians of children enrolled in the Corporation and the CECI Director. The Corporation fully subscribes to and practices a policy of nondiscrimination admission and enrollment. No applicant or enrolled student will be discriminated against because of religion, sex, handicap, color, national or ethnic origin.

Section 2. Determination of Members

The Corporation will have only one class of members. Each family is classified as one (1) member as long as it is in good standing. Except as expressly provided in or authorized by the Articles of Incorporation of the Corporation, the Bylaws of the Corporation, or provisions of law, all memberships will have the same rights, privileges, restrictions, and conditions.

Section 3. Non-liability of Members

A member of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 4. Termination of Membership

The membership of a member will automatically terminate upon the occurrence of any of the following events:

1. A member is withdrawn automatically upon graduation or withdrawal of the enrolled child(ren).
2. A member may withdraw from the Corporation by providing written notice to the CECI Director.
3. A member may be expelled, with or without cause. If, in the opinion of the Board of Directors President and the CECI Director a child or parent has consistently acted in a manner that is contradictory to the policies and/or guiding principles of the Corporation's philosophy, the member will be notified of dismissal.

All rights of a member in the Corporation will cease upon termination of membership as herein provided.

Section 5. Membership Restrictions

No person may be a member of the Corporation if they have been convicted of or are under indictment for any felony or crime involving either violence or a sex-related crime involving a minor.

Article 4 – Membership Meetings

Section 1. Annual Membership Meeting

The membership may hold Annual, Business and Special meetings. All meetings will be held at the office of the Corporation or designated meeting place.

1. An Annual Membership meeting of the Corporation will be held each year within two (2) weeks after the first day of the school year on a date to be determined by the Board of Directors.
2. A Business meeting of the Corporation will be held each year within ninety (90) calendar days prior to the last day of the school year on a date to be determined by the Board of Directors.
3. Special meetings of the Corporation may be called for by the Board of Directors. No other business but that specified in the notice may be transacted at a special meeting without the unanimous consent of all present at the meeting.

The rules contained in the most recent edition of Robert's Rules of Order Revised will be the parliamentary authority in all cases not covered by these Bylaws and any special rules of order that the Corporation may adopt.

Section 2. Notice of Membership Meetings

The Secretary will, not less than seven (7) calendar days prior to a membership meeting, provide notice in the mailboxes (cubbies) of every child enrolled in Corporation programs, will post notice on the front door of the Corporation's main building, and will post notice on the outside bulletin board of the Corporation's main building, stating the date, time and place of the membership meeting.

Section 3. Quorum of Members

A simple majority of members at any membership meeting will constitute a quorum and will be necessary to conduct the business of the Corporation.

Section 4. Fixing the Record Date

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board of directors will fix, in advance, a date as the record date for any determination of members. The date will not be more than fifty (50) nor less than ten (10) calendar days before any such meeting, nor more than fifty (50) calendar days prior to any other action.

Section 5. Actions by Members Without a Meeting

Whenever members are required or permitted to take any action by vote, the election may be taken without a meeting by written consent, setting forth the action to be taken, signed by all members entitled to vote thereon.

Section 6. Proxies

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize any person or persons to act for the member by proxy. Every proxy must be signed by the member or his attorney-in-fact. No proxy will be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy must be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Article 5 - Election of Board of Directors

Section 1. Nominations and Voting

The membership, at the annual Business Membership meeting, will elect the Board of Directors, who will serve terms of up to two (2) years or until the end of their term on the Board of Directors, whichever period is lesser. The Corporation members will provide nominations for and elect all vacant Board of Directors seats except the CECI Director, who is appointed by the Board of Directors. The terms of office will commence at the next Regular meeting of the Board of Directors. Nominations and elections will be held for the eight (8) elected Board of Directors positions. The newly elected Board of Directors will determine at its first meeting which member will serve his or her term for each of the following offices: President, Vice President, Secretary, Treasurer and four (4) Members-at-Large. Election of officers may not occur without a quorum of the Members being first established. The number of directors may be increased or decreased by a vote of the members or by a vote of the majority of all of the directors. No decrease in number of directors will shorten the term of any incumbent director.

Section 2. Newly Elected Directorships and Vacancies

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason, except the removal of directors without cause, may be filled by a vote of a majority of the directors then in office, even if less than a quorum exists, unless

otherwise provided in the articles of incorporation of the Corporation. Vacancies occurring by reason of the removal of directors without cause will be filled by a vote of the members. A director elected to fill a vacancy caused by resignation, death or removal will be elected to hold office for the unexpired term of his/her predecessor.

Section 3. Qualifications of the Offices

Preference in choosing a President will be given to The Board of Directors members who have been on the Board of Directors and have previously attended a minimum of twelve (12) Regular meetings prior to his or her nomination as President. As to other members, including Vice-President, Secretary, and Treasurer, preference will be given to Board of Directors members who have previously attended a minimum of six (6) Regular meetings prior to his or her nomination.

Section 4. Election Officials

It is the responsibility of the outgoing Board of Directors members and the CECI Director to preside over the elections.

Section 5. Responsibilities of Officers

The President will:

1. Provide the agenda and preside at all meetings of the Board;
2. Conduct meetings in accordance with the most recent version of the Bylaws of the Corporation and Robert's Rules of Order;
3. Act on behalf of the Board in carrying out the purposes and decisions of the Board; including but not limited to: authorizing and executing in the name of, and on behalf of, the membership all certificates, contracts, and other documents or legal instruments authorized or issued by the Board;
4. Perform other duties as may be prescribed and delegated by the Board;
5. Be an ex-officio member of all committees of the Board without power to vote; and
6. In concert with the Director and Assistant Director, confidentially review administrative functions, such as awarding all CECI scholarships, reviewing raises and bonuses and consulting on hiring and termination decisions.

The Vice-President will:

1. Perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act or serve;
2. Perform other duties as may be prescribed and delegated by the Board;
3. Fulfill all responsibilities in application and submission of available grant monies; and
4. Be available to the President and CECI Director to review administrative functions as they deem necessary.

The Secretary (or from time to time the Secretary's designee) will:

1. Prepare and keep full and accurate minutes for all meetings of the Board, transmit all notices required of the Board by the Bylaws to the Board and membership;
2. Keep custody of all official records of the Board and/or have an assigned secure location on premises for records to be kept (for example, correspondence);
3. Attest to the signature of the President on any Board document as required; and
4. Perform other duties as may be prescribed and delegated by the Board.

The Treasurer (or from time to time the Treasurer's designee) will:

1. Keep charge and custody of all Board funds and financial records;
2. Keep and maintain adequate and correct accounts of Corporation business transactions consistent with applicable fiduciary principles and requirements;
3. Present the financial statements of the Board at each Regular meeting, and at other times as the Board may determine;
4. Perform all duties incident to the Office including other duties as may be required by the Bylaws, or that may be assigned by the Board (for example, fundraising);
5. Administer the fiduciary responsibility of the Office;
6. Maintain the highest level of confidentiality regarding all financial records, payroll, bonuses and accounts as designated in the Profit and Loss reports; and
7. Perform other duties as may be prescribed and delegated by the Board.

The Members-at-Large (or from time to time their designees) will:

1. Be responsible for chairing and Maintaining Committees as determined necessary; and
2. Perform other duties as may be prescribed and delegated by the Board.

Section 6. Board of Directors Vacancy

In the event of a vacancy, the Board of Directors will elect a successor to perform the duties of the respective office at the next meeting of the Board of Directors to fulfill the term of the predecessor's office.

Article 6 - Board of Directors

Section 1. Management of the Corporation

The business affairs of this Corporation will be managed by its Board of Directors, which will have and may exercise the powers conferred upon the Corporation by law, subject to the limitations contained in the Articles of Incorporation and these Bylaws. The Board of Directors may adopt rules and regulations for the conduct of their meetings and the management of the business affairs of the Corporation as they may deem appropriate, not inconsistent with the Articles of Incorporation, these Bylaws, or applicable law.

Decisions made by the Board of Directors pertaining to the management of the Corporation may be overridden at a meeting of the members called expressly for that purpose by a majority vote of the Corporation's membership.

Section 2. Qualifications

Any member who will have a child enrolled in the year in which they would hold office may serve as an officer of this Corporation. The CECI Director and/or CECI Assistant Director will be the only CECI employees to serve in an active role as Board of Directors Members in Regular, Special, and Emergency Board meetings. No other current employee may occupy a seat on the Board of Directors. The Executive Board must approve by a two-thirds majority vote a past employee to hold a seat on the Board of Directors.

Section 3. Board of Directors Structure

The Board of Directors will consist of nine (9) voting members: President, Vice President, Secretary, Treasurer, four (4) Members At Large, and the CECI Director. The Executive Board will consist of the President, Vice President, Secretary, Treasurer, and CECI Director.

Section 4. Meetings

The Board of Directors may hold Regular, Special, Emergency or Executive Board meetings. All meetings will be held at the office of the Corporation.

1. Regular meetings are to be held on the second Tuesday of every month, except as modified by the Board of Directors.
2. Special meetings are any scheduled meetings that do not meet the requirements of an Emergency meeting, but are not occurring according to the rules of Regular meetings. Special meetings may be called by the President and/or CECI Director or at the request of a majority of the Board of Directors.
3. Emergency meetings may be called by the President and/or CECI Director or by a minimum of four (4) Board of Directors members. An Emergency meeting will be called only when an immediate and consequential impact of life or property safety or any other issue a prudent person would consider an emergency, faces the Corporation. For example, response to a named storm would constitute an Emergency meeting for hurricane response. No other business but that pertaining to the immediate emergency situation may be transacted at an Emergency meeting without the unanimous consent of all present at the meeting.
4. Executive Board meetings may be called by the President and/or CECI Director as needed.

The rules contained in the most recent edition of Robert's Rules of Order Revised will be the parliamentary authority in all cases not covered by these Bylaws and any special rules of order the Corporation may adopt.

Section 5. Quorum of Directors

A majority of the entire Board of Directors will constitute a quorum for the transaction of business in Regular and Special meetings. Emergency meetings will not require a quorum. The entire Executive Board must be present to hold an Executive Board meeting.

Section 6. Actions of the Board of Directors

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is presented at such time, will be the act of the Board of Directors. Each director present will have one (1) vote.

Section 7. Proxy voting

There will be no proxy voting for any type of Board of Directors meetings.

Section 8. Adjournment of the Board of Director's Meeting

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment will be given to all directors who were absent at

the time of the adjournment and, unless such other time and place are announced at the meeting, to the other directors.

Section 9. Impropriety and Conflict of Interest

This organization will be non-profit, non-commercial and non-partisan. Neither the Corporation nor its Board of Directors in their official capacities will endorse any commercial enterprise, political candidate or partisan interest. Any such activity by a member of the Board of Directors will be grounds for removal of the member from the Board of Directors.

Members of the Board of Directors are required to disclose any conflict of interest and recuse themselves from voting when a conflict of interest exists.

Section 10. Removal and Resignation

Unless previously excused by the President or CECI Director, any member who misses more than two (2) Regular meetings in a school year is subject to removal from the Board of Directors. Any Board of Directors member may be removed for cause by a two-thirds vote of the Board of Directors. Any Board of Directors member may resign by giving written notice to the President or CECI Director.

Section 11. Non-liability of Directors

The Board of Directors will not be personally liable for the debts, liabilities, or other obligations of the Corporation. The Board of Directors is not permitted to borrow money on behalf of the Corporation.

Section 12. Compensation

The Board of Directors of the Corporation will not receive any salaries for their Board of Directors services, but may be reimbursed for reasonable expenditures.

Section 13. CECI Director

The CECI Director will be hired and/or terminated by the Board of Directors.

1. Hiring – The Executive Board is responsible for selecting and presenting a candidate to the Board of Directors for approval by a two-thirds (2/3) vote.
2. Termination – The CECI Director may be terminated for cause by a two-thirds (2/3) vote of the Board of Directors at a Special Meeting called for that purpose.

Article 7 - Committees

The Board of Directors may establish Committees consisting of members of the Board of Directors and/or other Corporation members as necessary. Each committee will determine its own schedule of meetings throughout the year. The Chairperson of each Committee will report to the Board of Directors at Regular Board meetings.

Article 8 - Amendments

These Bylaws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of Board of Directors. Bylaws may also be adopted, amended or repealed by the Board of Directors by a two-thirds majority vote in a Regular Board meeting. If any Bylaw regulating an impending election of the Board of Directors is amended, notice will be given to the members thirty (30) days prior to a scheduled election.

Article 9 - Operations

Section 1. Checks, Instruments, and Documents

The President and the CECI Director will from time to time designate persons that are authorized to make checks and other instruments for the payment or withdrawal of budgeted Corporation funds and to otherwise execute on behalf of the Corporation any other document or instrument. Other than regularly occurring operating expenses, instruments drawn on the funds of the Corporation for amounts that will individually or cumulatively exceed Three Thousand and No/100 Dollars (\$3,000.00) must be authorized by the President and CECI Director in writing.

Section 2. Books and Records

The Board of Directors will prepare and maintain complete books and records of accounts and will also keep minutes of its meetings. All books and records pertaining to Corporation funds may be inspected by Corporation Members for any proper purpose at any reasonable time with written notice stating the purpose.

Section 3. Volunteers or Consultants

The Board of Directors President and the CECI Director may appoint an administrator and/or retain outside volunteers or consultants as they deem necessary.

Article 10 - Corporate Seal

The seal of the Corporation will be circular in form and bear the name of the Corporation, the year of its organization and the word "Seal", the words denoting "CORPORATION NOT FOR PROFIT" and the state of incorporation. The seal may be used by causing it to be impressed or affixed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

The Board of Directors may adopt, use, and at will alter, the corporate seal. The seal will be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, will not affect the validity of any instrument.

Article 11 - Construction

If there are any conflicts between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles of Incorporation will govern.

Article 12 - Dissolution

The Corporation will continue in existence until the members, at an Annual, Business or Special Meeting called for that purpose, determine by two-thirds (2/3) of the membership vote that the Corporation will be dissolved. All obligations of the school must be met before dissolution. In the event of dissolution or liquidation of the Corporation, all proceeds from the sale or liquidation of any assets will be transferred to an entity with Internal Revenue Service 501(c)(3) exempt status of similar purposes and objectives.

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**UNANIMOUS STATEMENT OF CONSENT
IN LIEU OF THE ORGANIZATION MEETING
OF THE DIRECTORS OF
CHILDREN'S EDUCATION CENTER OF THE ISLAND'S, INC.**

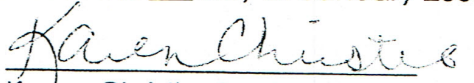
The undersigned, constituting all the directors of CHILDREN'S EDUCATION CENTER OF THE ISLAND'S, INC., named in the Articles of Incorporation, as filed in the State of Florida, as amended, waiving all requirements of notice, consent to the corporate actions specified below and adopt the following resolutions by this written consent, without a meeting, pursuant to Section 617.0821, Florida Statutes:


WHEREAS, bylaws for the Corporation do not appear to have ever been adopted;

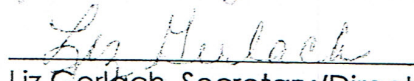
RESOLVED, that the Bylaws, a copy of which are to be filed in the minute book immediately following the certified copy of the Articles of Incorporation, are approved and adopted as the Bylaws of the Corporation.


FURTHER RESOLVED, that the acts of the incorporators, subscribers, officers, employees and agents of this Corporation prior hereto in the organization of the Corporation and the conduct of its affairs to date, are hereby ratified and confirmed.

IN WITNESS WHEREOF, the undersigned directors of CHILDREN'S EDUCATION CENTER OF THE ISLAND'S, INC., designated in its Articles of Incorporation, have executed this Consent this ___ day of January 2008.


Karen Christie, President/Director


Millissa Sprecher, Vice President/Director



Liz Gerlach, Secretary/Director


Heidi Simmonds-Short, Treasurer/Director



Jennie Kendall, Member-at-Large/Director



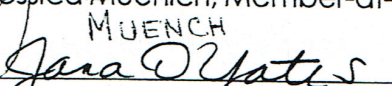
Jill Politte, Member-at-Large/Director



Lori Adams, Member-at-Large/Director



Jessica Muenich, Member-at-Large/Director



Jana Yates, CEC Director