

BY-LAWS
OF
THE GERSH AND SARAH LEMBERG CHILDREN'S CENTER, INC.

457 Old South Street
Waltham, MA 02453
781-736-2200

ADOPTION

Revised and adopted at consecutive Meetings held May 3 and May 11, 2021.

ARTICLE I

PURPOSE/MISSION

The name of the Corporation shall be the Gersh and Sarah Lemberg Children's Center, Inc., hereinafter "the Center".

The primary mission of the Center is to provide the highest quality educational childcare, for all families in a positive learning environment, while innovating and supporting research that advances the state of the art. We work with current educators and the next generation of teachers, with parents of young children, researchers and professionals to support parenting education, non-violent problem solving, environmental awareness and attachment, trust and resilience in our community and beyond.

The Center does not and will not discriminate on the basis of race, color, caste, national origin, ancestry, age, veteran status, physical or emotional handicap, sexual preference, religion, gender, cultural heritage, political belief or marital/partnership status, or other non-merit factor or status protected by law for admissions, employment, scholarships, board membership or eligibility for holding office.

This mission statement may, from time-to-time, be revised to reflect the changing needs of its "Stakeholders" (students, parents and guardians, teachers, community members, and Brandeis University).

ARTICLE II

MEMBERSHIP

The Center shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1 POWERS AND ELECTION. The general management of the business, property, and affairs of the Center shall be vested in a Board of Directors (“Board” or “Board of Directors”) of no fewer than three (3) and no greater than fifteen (15) Board Members (“Directors”). Each Director shall be elected by a two-thirds majority of the Board. No Director shall receive a salary for being on the Board.

Section 2 DUTIES OF THE BOARD OF DIRECTORS. The Board of Directors is responsible for the overall governance of the Center. The responsibilities of the Board of Directors include:

- (i) determining the mission and purposes of the Center;
- (ii) selecting, supervising, and evaluating the Executive Director;
- (iii) developing and approving the Center’s annual budget and conducting fiduciary oversight of the Center;
- (iv) recruiting new Board members;
- (v) conducting fundraising activities; and
- (vi) exercising all the powers that may be exercised by the Center.

Section 3 COMPOSITION. To the extent practicable, the Board of Directors shall be broadly representative of the interests of the Center’s Stakeholders, consistent with the mission of the Center. The Board shall work to ensure that its membership includes appropriate subject-matter experts.

Board subject-matter experts may include child development, fund-raising, finance, human resources, legal and other such specialists as the Board from time-to-time deems appropriate. The Board should also seek to include parents/guardians of children then currently attending the Center.

Section 4 TERM AND VACANCIES. The Board may elect new members to fill vacancies at any meeting of the Board. Each Director shall hold office until his or her death, resignation or removal.

Section 5 MEETINGS. The Board of Directors shall meet as required, but no less than five (5) times per calendar-year. Regular Board meetings shall be open to all Stakeholders. Special closed meetings, only open to Directors, may be called by the President or any two members of the Board of Directors at any time. During any regular meeting, non-Directors may be asked to leave the meeting should any issue of confidentiality or personal privacy be scheduled or raised.

Section 6 NOTICE. Reasonable prior notice of all meetings of the Board (at least one (1) calendar day), stating the date, purpose, time and place of such meeting, shall be given to each Director prior to such meeting.

Section 7 QUORUM AND VOTING. A simple majority of the members of the Board then in office shall constitute a quorum at all meetings of the Board of Directors. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization or these By-Laws. Only Directors are eligible to vote at meetings of the Board. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 8 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all of the then-current Directors entitled to vote consent to the action in writing (mail or email) and such consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting

Section 9 REMOTE PARTICIPATION IN MEETINGS. Members of the Board of Directors or any committee designated by the Board of Directors may participate in any open meeting of the Board of Directors or such committee by means of a conference telephone call, computer-based conference platform, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10 RESIGNATION. Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Secretary.

Section 11 REMOVAL. A member of the Board of Directors may be removed or suspended for cause by an affirmative vote of two-thirds of the Board of Directors at a special meeting called for that purpose, provided that such Director is given at least seven days prior notice of the proposed removal, the reasons therefor, an opportunity to be heard at the meeting, and notice of the proposed removal is included in the notice of meeting.

Section 12 OFFICER ELECTION AND TERM. The Directors shall annually elect the Officers from among the Directors. Staff of the Center may not be elected to the Board of Directors.

Section 13 OFFICER POWERS. The members of the Board shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a) The President shall preside at all meetings of the Board of Directors at which he/she is present and shall represent the Center as the Board of Directors may deem appropriate.
- b) The Vice President shall perform all the duties and have all of the powers of the President during the President's absence or disability, and if there is more than one Vice President, they shall do so in the order of their election as Vice President.
- c) The Secretary shall keep records of all meetings of the Board of Directors and make a report thereon and shall issue calls and notices of meetings.

d) The Treasurer shall be the chief financial officer of the Center and shall be in charge of all funds and securities of any type. With the advice and consent of the Board of Directors, the Treasurer shall have power to invest and reinvest surplus funds and shall render to the Board of Directors at least once annually and whenever else it so requests an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended.

e) The Clerk shall research all legal questions that arise for the corporation, including questions regarding insurance taxes, and general corporate matters, and will report as requested.

Section 14 OFFICER VACANCIES. A vacancy in any office shall be filled by the Directors at any regular or special meeting called for that purpose.

ARTICLE IV

ADMINISTRATION AND COMMITTEES

Section 1 EXECUTIVE DIRECTOR. The Board of Directors shall appoint, and annually evaluate the performance of an Executive Director who shall be responsible to the Board of Directors for the overall operations and programs of the Center. The Executive Director shall attend all meetings of the Board of Directors but shall not vote on the Board of Directors. The Executive Director has the power to hire, promote, remove and dismiss staff with prior consultation with the Board of Directors. Upon approval of the Board of Directors, the Executive Director may create new staff positions. Such approval shall not be unreasonably withheld.

Section 2 COMMITTEES. The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these By-Laws may not be so delegated, to such committees as the Board of Directors or these By-Laws may from time-to-time establish.

ARTICLE V

THE ADVISORY COUNCIL: BENEFACTORS, SPONSORS, FRIENDS OF THE CENTER

The Board of Directors may from time-to-time designate certain persons or groups of persons as members of its "Advisory Council," i.e., parents, teachers, benefactors, sponsors, or friends of the Center and advisors to the Board. Such persons shall serve the Board in an advisory role only and shall have no rights or obligations as Directors of the Board. Such persons shall be chosen for their relevant expertise and shall advise the Center on the development and administration of its overall objectives, such as fund-raising, legal issues, corporate/Center relationships, Center/Brandeis relationships, publicity and public relations, health and safety procedures and

curriculum policies. In selecting persons for the Advisory Council, the Board shall consider the needs, positions, and advice of parents and teachers to ensure that fair and representative views are considered.

ARTICLE VI

GENERAL

Section 1 CORPORATE CHECKS. The Board will from time-to-time specify and amend procedures ensuring fiscal controls on disbursement of expenses, and identify whom shall be authorized on the Center's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. Any checks payable to the Executive Director must be signed by the Treasurer. If the Treasurer is unavailable, the President may sign for the Treasurer.

Section 2 FISCAL YEAR. The fiscal year of the Center shall begin on the first day of July and end on the thirtieth day of June, unless otherwise determined by the Board of Directors.

Section 3 RECEIPT AND DISBURSEMENT OF FUNDS. The Board of Directors may designate such other officer or officers who, in addition to or instead of the Treasurer, shall be authorized to receive money due and payable to the Center, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore. Funds of the Center may be deposited in such bank or banks or with such other corporations, firms, or individuals, as the Board of Directors may from time-to-time designate.

ARTICLE VII

AMENDMENTS

These By-Laws may be amended or repealed at any time by a vote of at least two-thirds of the Directors at a regular meeting or special meeting called for this purpose.

ARTICLE VIII

CONFLICTS OF INTEREST

All members of the Board of Directors and any committee thereof, the Executive Director, and Advisory Council members, shall conduct themselves so as to avoid possible conflicts of interest with their duties and responsibilities to the Center. Such conflicts, if any, shall be disclosed to the Board, and may, if necessary, be reflected in the minutes of any meeting at which such disclosure was made.