

**AMENDED AND RESTATED BY-LAWS
OF
MARSHALL CHILD DEVELOPMENT CENTER, INC.**

THESE AMENDED AND RESTATED BYLAWS OF MARSHALL CHILD DEVELOPMENT CENTER, INC., an Alabama nonprofit corporation, is made and entered into by [names here] (collectively, the “Board of Directors”), and together with the Marshall Child Development Enter, Inc., an Alabama nonprofit corporation (the “Corporation”).

WITNESSETH:

WHEREAS, the Corporation, was formed in Madison County, Alabama on April 20, 1990, by the filing of its Articles of Incorporation in Book 111, pages 322-334, and did on or about the same time adopt certain Bylaws of Marshall Child Development Center, Inc.

WHEREAS, on or about February 2011, the Board of Directors adopted amended and restated Bylaws of the Corporation.

WHEREAS, the undersigned, representing all the Board of Directors of the Corporation, desire to revoke the Bylaws and substitute same with these Amended and Restated Bylaws of the Association.

WHEREAS, on 7 September 2022 the majority of members at a duly held general membership voted to adopt these Amended and Restated Bylaws of the Association.

NOW, THEREFORE, in consideration of the premises and the mutual promises herein contained, the undersigned, being all the Board of Directors of the Corporation, and representing the majority of the members of the Corporation, agree to amend and restate the Bylaws as follows:

Article I.

Name, Membership, Dues

Section 1. Name. The name of the Corporation shall be Marshall Child Development Center, Inc. (hereinafter sometimes referred to as the “Corporation”).

Section 2. Membership. The General Membership of the Corporation will consist of the legal guardians of children enrolled or on the wait list of the MCDC.

Section 3. Dues. Membership dues are payable annually on 1 October. The amount of dues shall be determined by a majority vote of the Board of Directors. Membership shall terminate when dues and/or tuition is forty-five (45) days delinquent, but not without notification by the Board of Directors. Upon termination of membership, all privileges afforded by the MCDC, Inc. shall be relinquished.

Article II.

Corporation Meeting, Quorum, Voting, and Proxies

Section 1. Place of Meetings. Meetings of the Corporation shall be held at MCDC or at such other suitable place convenient to the members as may be designated by the Board of Directors. If the President chooses to make available a telephone, electronic, or other communication method that permits all participants to communicate adequately, then a person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephone, electronic, or other communication that the President has made available for that purpose.

Section 2. General Membership Meeting. The General Membership meeting of the Corporation for election of officers and general business shall be held in the spring of each year and the General Membership meeting for the presentation and approval of the annual budget shall be held in the fall of each year.

Section 3. Special Meetings. The President may call special meetings. In addition, it shall be the duty of the President to call a special meeting of the Corporation if so directed by a resolution of a majority of the Board of Directors or upon a petition signed by members holding at least ten percent (10%) of the total Corporation vote.

Section 4. Notice of Meetings. It shall be the duty of the Secretary to mail or cause to be delivered via electronic transmission to each member of the Corporation a notice of each general membership or special meeting of the Corporation stating the purpose of the special meeting, as well as the time and place where it is to be held. The mailing or electronic transmission of a notice of meeting in the manner provided in this Section shall be considered service of notice. Notices shall be served not less than ten (10) days nor more than thirty (30) days before a meeting.

Section 5. Voting. One vote will be cast per family in any MCDC election or referendum. Voting will be cast by family name roll call. The family name will be established on the membership application.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing, dated, and filed with the Secretary before the appointed time of each meeting.

Section 7. Quorum. The presence, in person or by proxy, of at least ten percent (10%) of the general membership will constitute a quorum. A quorum must be present at any meeting of the Corporation at which board members are elected or removed, or at which a vote is taken committing the Corporation to any proposal or course of action.

Section 8. Remote Communication. If the President chooses to make available a telephone, electronic, or other communication method that permits all participants to communicate adequately with each other during a meeting, any person entitled to attend such

meeting may participate in the meeting by means of such telephone, electronic, or other communication method.

A person participating in a meeting by such means is deemed to be present at the meeting.

Article III
Board of Directors: Number, Powers, and Meetings

A. Composition and Selection.

Section 1. Governing Body: Composition. The affairs of the Corporation shall be governed by a Board of Directors. The Directors must be members of the Corporation.

Section 2. Number of Directors. The Board shall consist of seven (7) members.

Section 3. Call for Nominations. The President shall make a call for nominations for the purpose of presenting a slate of candidates to the Corporation's members at the Spring General Membership Meeting. Additional nominations, in the form of write-in votes, shall be accepted during the voting at the General Membership Meeting.

Section 4. Election. The Board Members shall be elected by a majority of the quorum at a duly assembled Membership meeting. Absentee ballots may be obtained from the Secretary seven (7) days prior to the membership meeting. All absentee ballots must be returned prior to the membership meeting and will be counted at the membership meeting. The members of the Board of Directors will be elected during the month of March and will take office the first of June. Members will serve from 1 June to 31 May.

Section 5. Term of Office. The President, Secretary, and Registrar shall be elected in even years and shall serve two-year terms. The Vice-President, Treasurer, and one Member at Large shall be elected in odd years and shall serve two-year terms. The remaining Member at Large shall be elected annually and serve a one-year term.

Section 6. Removal of Directors. At any regular or special meeting of the Corporation duly called, any one or more of the members of the Board of Directors may be removed, with or without cause, by a two-thirds majority of the total Corporation and a successor may then and there be elected to fill the vacancy thus created.

A General Membership meeting must be called by the President to address a petition for removal of a board member when a written petition is submitted to the President bearing the signatures of twenty percent of the Voting Members in good standing. The Secretary shall mail or cause to be delivered via electronic transmission notice of the petition to every member in good standing at least fifteen days prior to the membership meeting at which the petition will be addressed.

A Director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

Section 7. Vacancies. Vacancies in the Board of Directors caused by any reason, excluding the removal of a Director by a vote of the Corporation, shall be filled by a through a special election within two (2) months. In the interim, the Board may appoint a person from the Voting Membership to temporarily fill any vacancy on the Board.

B. Meetings.

Section 8. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as determined from time to time by a majority of the Directors, but at least one (1) meeting shall be held each month. Notice of the regular schedule shall constitute sufficient notice of such meetings.

Section 9. Quorum of Board of Directors. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the votes of a majority of the Directors present at a meeting at which a quorum is present shall constitute the decision of the Board of Directors.

Section 10. Compensation. No Director shall receive any compensation from the Corporation for acting as such.

Section 11. Open Meetings. All Board meetings shall be open for all MCDC members to attend; however, non-Board members may not participate in discussion or deliberation unless expressly authorized by the Board.

Section 12. Executive Session. The Board may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 13. Remote Communication. Any or all Directors may participate in a meeting of the Board by any remote communications option that permit all persons participating in the meeting to effectively communicate with one another, as agreed by those Directors present at the meeting. A Director participating in a meeting by such means is deemed to be present at the meeting.

Section 14. Electronic Motion Without Meeting. For purposes of taking action without a meeting, electronic voting is permitted as follows: The President is able to request an electronic vote on any matter required between meetings. The President must request an electronic vote between meeting if requested to do so by a majority of Directors in writing. The vote is initiated by the President's electronic request to all Directors that includes the Motion wording and all related materials for consideration. Each Director may either vote for or against the Motion but may not suggest changes to the wording of the Motion. If the Motion fails, then a majority of Directors may request in writing that the President initiate a new vote with new Motion wording

requested by a majority of Directors in writing. The deadline for receipt of electronic votes is two business days from electronic request. The Motion will pass if a majority of Directors votes to approve the Motion within the two (2) business days. If voting is tied, the motion fails.

C. Powers and Duties.

Section 15. Powers. The Board of Directors shall be responsible for the affairs of the Corporation and shall have all the powers and duties necessary for their administration. In addition to the duties imposed by these bylaws and by any resolutions of the Corporation that may be adopted hereafter, the Board of Directors may have the power to and be responsible for the following:

- a) Preparing an annual budget for presentation at a fall General Membership meeting for approval prior to implementation on 1 January.
- b) Presenting any proposed major modification of the approved budget to the Corporation's members at a General Membership meeting called for this purpose.
- c) Reviewing equipment needs of the Corporation and approving purchase of new equipment in accordance with the budget.
- d) Interviewing and approving of staff consistent with an overall staffing plan approved as part of the annual budget.
- e) Evaluating staff performance.
- f) Evaluating, in conjunction with all MCDC staff, the whole MCDC program.
- g) Administering the MCDC, Inc. Admissions Policy.
- h) Appointing committees as required and designating them duties as may be deemed necessary and desirable.
- i) Entering into any contracts or loan agreements for the purpose of conducting the business of the Corporation.
- j) Assuming all other authority and power required to conduct the business of the Corporation.

Article IV
Officers

Section 1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, Registrar, and two Members at Large. In addition to those responsibilities enumerated below, additional specific duties may be assigned by the Board of Directors.

Section 2. President. The president, who must be a Marshall Space Flight Center (MSFC) government employee, shall preside at all meetings of the Corporation and will represent the Corporation or appoint a representative at meetings with MSFC management.

Section 3. Vice President. The vice president shall assume the powers, duties, and responsibilities of the President during his/her absence. The Vice President shall also coordinate the purchase of workman's compensation and liability insurance.

Section 3. Secretary. The secretary shall keep the minutes of all meetings of the Corporation and shall have charge of such books and papers as the Board of Directors may direct. The Secretary shall ensure all financial discussions, including reports on the Corporation's financial condition and the preparation of the annual budget, are properly recorded. The Secretary shall also review and update the Corporation Bylaws, Business Policies, Employee Handbook, and Parent Handbook no less than annually. The Secretary shall ensure recordkeeping complies with federal and statutory recordkeeping standards.

Section 4. Treasurer. The Treasurer, who must be a MSFC government employee, shall be the custodian of all Corporation funds. The Treasurer shall provide for the proper handling and recording of the details of all financial transactions. The Treasurer shall prepare a report of the Corporation's financial condition, including actual expenditures, for presentation to the Board of Directors at least monthly, and semi-annually at the General Membership meetings. The Treasurer shall prepare the annual budget, in consultation with the Board of Directors, to be approved at the fall General Membership meeting.

Section 5. Registrar. The registrar, who must be a MSFC government employee, shall be responsible for maintaining the membership list and for maintaining the official MCDC Waiting List according to Article VI of this document.

Section 6. Members-at-Large. There will be two members-at-large elected to serve on the Board of Directors. The members-at-large shall be responsible for recurring audits of MCDC's business and financial operations, as determined by the Board of Directors. Additional specific duties shall be assigned by the Board of Directors.

Section 7. Director and Assistant Director. The MCDC Director and Assistant Director shall be hired by the voting members of the Board of Directors, and both shall serve as a non-voting liaisons to the Board of Directors. The Director and Assistant Director are specifically responsible for the day-to-day operation of the MCDC as set forth in their job descriptions and as stated in the MCDC Staff Handbook.

Section 8. Resignation. Any officer may resign at any given time by giving written notice to the Board of Directors, the president, or the secretary. Such resignation shall take effect on the

date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Committees. Committees to perform such tasks and to serve for such periods as may be designated by the Board are hereby authorized. Each committee shall be composed and shall operate in accordance with the terms of the resolution of the Board of Directors designating the committee or with rules adopted by the Board of Directors.

Article V
MCDC Admissions Policy

Section 1. Membership Eligibility. Admission to the MCDC is open to all children, whose parent(s) or legal guardian(s) work at MSFC or Redstone Arsenal and are members of the MCDC, Inc. MCDC admits students of any gender, religion, race, nationality, or ethnic origin to all the rights, privileges, programs, and activities generally made available to students at the child development center. It does not discriminate on the basis of gender, religion, race, nationality, or ethnic origin in administration of its educational policies, athletic programs, and other day care programs.

Section 2. Membership Application. Application for admission to the MCDC will be via the appropriate form submitted to the Registrar of the Corporation, with a copy of the form submitted to the director of the MCDC. Members who are current on all fees including tuition are considered in good standing with the corporation.

Section 3. Waiting List. The Registrar shall maintain an official Waiting List of children who have applied and are eligible to enter the MCDC.

Section 4. Enrollment Priority. MCDC was created to serve the legal dependents of the National Aeronautics and Space Administration (NASA) Marshall Space Flight Center civilian and contractor personnel, and subsequently enumerated enrollment priorities will reflect this fact. The legal dependents of MCDC employees and federal civilian and contract personnel with access to Redstone Arsenal are also eligible for enrollment. Subsequent enrollment priorities will be published in a separate written resolution passed by the Board of Directors and updated as required. At no time will a change in enrollment priorities result in the removal of currently enrolled children from MCDC.

Article VI
Insurance and Liability

Section 1. Liability. Pursuant to Section 10-11-1, et. seq., Code of Alabama (1975), all noncompensated officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence.

Section 2. “Officer.” For purposes of this Article VII, the term “officer” shall include the Corporation’s officers and Directors, and the members of any other governing body of the Corporation and any reference herein to Directors, officers, employees, or agents shall include former Directors, officers, employees, and agents and their respective heirs, executors, and administrators.

Section 3. Indemnification. The Corporation shall indemnify the officers, agents and employees of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such an officer or is or was serving at the request of the Corporation as a Director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by an officer of the Corporation in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to his ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the Corporation.

The Board is hereby empowered to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in Section 3 of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or non-profit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 3.

In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 3 of this Article shall be made by special legal counsel agreed upon by the Board and the proposed indemnitee. If the Board and the proposed indemnitee are unable to agree upon such special legal counsel, the Board and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 4. Workers Compensation. The Corporation will purchase and maintain workers compensation insurance as well as insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article. The Corporation may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a Director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other profit or non-profit enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his status as such, whether or not the Corporation would have power to indemnify him against such liability under the provisions of this Article.

Section 7. Applicability. The provisions of this Article shall be applicable to all actions, claims, suits, or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification, or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification, or repeal.

Article VII
Miscellaneous

Section 1. Fiscal Requirements. MCDC will request MSFC perform a financial review no less frequently than every five (5) years. A financial audit of the MCDC, Inc. will be conducted annually by a Certified Public Accountant.

The Treasurer of the Corporation and any other officer or agent of the Corporation charged with the custody of its funds or property may be bonded in such sum and with such surety as determined by the MCDC Board of Directors.

Section 2. Parliamentary Rules. *Roberts Rules of Order* (current edition) shall govern the conduct of all Association proceedings, when not in conflict with Alabama law, the Articles of Incorporation, these Bylaws, or a ruling made by the person presiding over the meeting.

Section 3. Conflicts. If there are conflicts or inconsistencies between the provisions of Alabama law, the Articles of Incorporation, and these Bylaws, the provisions of Alabama law, the Articles of Incorporation, and the Bylaws (in that order) shall prevail.

Section 4. Bylaw Amendments. The Directors or Voting Membership may propose amendments to the Bylaws. Only the Voting Membership may adopt or repeal Bylaws. Voting members must submit proposed amendments to the Bylaws in writing to the Secretary of the Corporation and must bear the signature of ten Voting Members in good standing. Proposed amendments will be presented at the next general meeting of the Corporation at which a quorum is present. The members will be notified and the amendments to the Bylaws will be voted on at the following meeting. If approved by two-thirds of the voting membership in attendance, the amendment will be adopted.

[ALL SIGNATURES APPEAR ON THE FOLLOWING PAGES]

The foregoing was adopted as the Bylaws of Marshall Child Development Center, Inc on the 7th day of September, 2022.

Cara M. Nall
Cara Nall, its Secretary

ACKNOWLEDGED BY THE:
BOARD OF DIRECTORS:

Carrie E. Olden
Printed Name: Carrie Olden

Alex D.
Printed Name: Alexandra Dominguez

Heath J. Martin
Printed Name: Heath Martin

Cara M. Nall
Printed Name: Cara Nall

Jared Wilson
Printed Name: Jared Wilson

Kara M. Ayala
Printed Name: Kara Ayala

Natalie Aponte
Printed Name: Natalie Aponte-Mendez

MARSHALL CHILD DEVELOPMENT CENTER, INC.
an Alabama nonprofit corporation

Carrie E. Olden
By: Carrie Olden
Its: President