



BY-LAWS OF CREATIVE CHILD CARE,
INCORPORATED
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

Our Mission is to provide exemplary child development programs responding to the diverse needs of families through a comprehensive network of community support and collaboration.



BY-LAWS OF CREATIVE CHILD CARE, INCORPORATED

ARTICLE I - NAME AND ORGANIZATION

Section 1.01 Corporate Name

The name of this organization is "Creative Child Care, Incorporated" referred to hereafter as "CCCI" or "Organization."

Section 1.02 Status

Creative Child Care, Incorporated (CCCI) shall be incorporated as a non-profit public benefit corporation under the law of the State of California.

ARTICLE II – OFFICES

Section 2.01 Principal Office

The principal office for the transaction of business of the Organization may be established at any place of places within San Joaquin County by resolution of the board.

ARTICLE III - PURPOSE

Section 3.01 General Purposes

This Organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation is organized and operated exclusively for the purposes set forth in this section hereof within the meaning of Internal Revenue Code section 501(c)(3).

Section 3.01 Specific Purposes

The purpose of this Organization shall be to conduct, operate, and provide early care and education support services for children ages 0 through school-age, including services and activities, incidental and ancillary thereto, both for children and families.

Section 3.02 Powers and activities

The Organization may engage in any activities, programs, or acts which reasonably and properly will further or are designed and/or intended to further any or all of the purposes of the Organization.



ARTICLE IV – NONPARTISAN ACTIVITIES

Section 4.02 Dissolution and Distribution of Assets

Upon the dissolution of CCCI, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) and/or in accordance with the funding terms and conditions of contract agreements held.

ARTICLE V - BOARD OF DIRECTORS

Section 5.01 Election of Officers to the Board of Directors

Interested applicants shall be considered for service upon submission of an application to CCCI. Applications shall be reviewed by the Board of Directors and appointment approved by a vote at a regular or special meeting, as appropriate, where a quorum is present.

Section 5.02 Number of Directors

The Organization shall have no less than 5 and no more than 9 directors and collectively they shall be known as the Board of Directors, Board, Directors, or "BOD."

The Board shall elect a chair, a vice chair, a secretary, and a treasurer, and such additional officers as the Board may see fit.

Section 5.03 Duties of Directors

It shall be the duty of the Board to:

- a) Perform any and all duties imposed on them collectively or individually by Law, by the Articles of Incorporation, or by these Bylaws;
- b) Supervise the Executive Director of the Organization to assure that their duties are performed properly and in accordance with all laws and contractual regulations imposed by all funding sources;
- c) Meet at such times and places as required by these Bylaws;
- d) Register their addresses with the secretary of the Organization, and notices of meeting mailed or hand-delivered to them at such addresses shall be valid notices thereof.



Section 5.04 Compensation of Directors

Directors shall serve without any compensation, but this shall not be construed to preclude a Director from serving as an agent or employee of the corporation and receiving compensation, therefore. A Director may be reimbursed for any expenses incurred in attending a meeting of the Board of Directors or in carrying out any duties of the office.

Section 5.05 Restriction Regarding Interested Directors

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Organization for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5.06 Indemnification by Organization of Directors and Officers

The directors and officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of this state.

ARTICLE VI - OFFICERS AND EMPLOYEES

The preparation of each officer for the performance of Board duties is essential to the effective functioning of the Board.

The Board requires that each new Board officer understand the functions of the Board, acquire knowledge of matters related to the operation of the Organization and learn Board procedures.

Section 6.01 Board Chair

The Board Chair shall preside at all meetings of the Board and shall perform such other duties as are specifically assigned to the office by these Bylaws or the Board.

Section 6.02 Vice Chair

The Vice Chair shall serve in the place of the Chair whenever the Chair shall be absent and during such service shall have all the powers of the Chair.



The Vice Chair shall perform such other duties as are specifically assigned to such office by these bylaws or the Board.

Section 6.03 Secretary

The Secretary shall maintain a current roster of Directors; shall keep and maintain a record of all proceedings at meetings of the Board; shall serve as custodian of all corporate records, documents, and papers, and of the corporate seal, if any; shall provide notice of all meetings as required pursuant to these bylaws; and shall perform such other duties as are specifically assigned by these bylaws or the Board.

Section 6.04 Treasurer

The Treasurer shall review all fiscal reports of the organization, reviewing such books and records thereof as necessary and essential to the safeguarding of and accounting for all such funds.

The Treasurer shall report to the Board at each meeting on all receipts and disbursements over \$1,500.00, cash on hand, and current liabilities, together with such additional information as may, in the opinion of the Treasurer, be pertinent or as shall be required by the Board.

The Treasurer shall ensure the maintenance of the funds of the Organization in accounts in financial institutions insured by agencies of the United States government or otherwise shall invest the funds of the corporation as authorized by the Board and in accordance with all applicable state and federal regulations.

Section 6.05 Removal from Office and Vacancies

In the event of a vacancy in any office, the Board shall elect a successor thereto. In addition, if deemed necessary, the Board, by two thirds vote, may remove from office any officer elected by it and declare such office vacant.

Section 6.06 Executive Director

An Executive Director for the Organization shall be employed by the Board upon successfully completing the vetting process as established by the Board.

The Executive Director shall have full power over the management of the Organization, including the direction and control of all employees and any property operated by the Organization, and shall be responsible for the daily business and affairs of CCCI, subject to the policies and directions established by the Board.

The Executive Director shall have such other powers and duties as may be assigned from time to time by the Board.



Section 6.07 Agents and Employees

The Board may appoint or authorize the appointment of all agents and employees of the Organization, fix their term of office or employment, prescribe their duties, fix their compensation, and, if deemed necessary, remove them for their office or assignment.

ARTICLE VII - MEETINGS

Section 7.01 Meeting Locations

Meetings shall be held at locations designated by the Board. Any meeting, regular or special, may be held by conference telephone or video, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 7.02 Regular Meetings of the Board of Directors

There shall be at least six regular meetings of the Board per fiscal year (July 1 – June 30) and the meetings of Directors shall be held at times as the Board agrees upon. Meeting frequency, location and format is based on the needs of the Organization.

Before the final meeting of the fiscal year, the new calendar will be created and adopted, officers elected as appropriate and consider such other and further business as may properly come before the meeting.

Section 7.03 Open Meetings of the Board of Directors

All meetings of the Board, except the closed sessions permitted by law, and all meetings of Board committees, to the extent required by law, shall be open and public.

Section 7.04 Notice of Meetings of the Board of Directors

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a) *Regular Meetings*: The Secretary shall email a notice with agenda of any regular or special meeting, specifying the time and place thereof, to each member not less than seven days prior to the date of such.

An announcement of the meeting will be posted in public view, at the meeting site, 72 hours prior to the meeting. Meeting announcements may also be posted on the CCCI website.

- b) *Special Meetings*: Notice shall be given by the Secretary of the Organization to each director of each special meeting of the board. Special meetings of the membership may be called by a majority vote of the Board of Directors or upon the written petition of ten percent (10%) of the members.



- c) *Emergency Meetings:* An emergency meeting may be called by the Chair or by the Secretary upon the request of a minimum of three Board members without providing the notice otherwise required in the case of a situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities and which is properly a subject of an emergency meeting in accordance with law.
- d) *Closed Meetings:* Closed sessions shall be held only in accordance with the law. Each item to be discussed in a closed session must be briefly described on the meeting agenda.

Section 7.05 Quorum for Meetings of the Board of Directors

A quorum shall consist of 50% plus 1 of the current number of Board members. No business shall be considered by the Board at any meeting at which the required quorum is not present.

Section 7.06 Voting

Each Director present shall be entitled to one vote. There shall be no voting by proxy.

Section 7.07 Action by Unanimous Written Consent (UWC)

Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Organization is a party and who is an "interested director" as defined in California Corporations Code Section 5233 (as it may be amended from time to time) shall not be required for approval of said transaction.

Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with minutes of the proceedings of the Board.

Section 7.08 Conduct for Meetings of the Board of Directors

Meetings of the Board shall be presided over by the Chair, or in their absence by the Vice Chair. In case the Secretary is absent from any meeting of the Board, the presiding officer may appoint any person to act as secretary for the meeting.

Meetings shall be governed by rules of procedure or by the consensus method, as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the Articles, or with any provisions of law applicable to the Organization.



Section 7.09 Order of Business/Parliamentary Authority

Debate and proceedings shall be conducted in accordance with Robert's Rules of Order (Newly Revised) when not in conflict with rules of the Board and other statutory requirements.

ARTICLE VIII - COMMITTEES

Section 8.01 Designation

The Board will determine the appropriate standing committees of the Organization. Standing committees may consist of persons who are not also members of the Board.

The chairpersons of the standing committees shall:

- a) Be appointed by the Board chair with the approval of the Board;
- b) Select their own committee members and of such numbers as they deem advisable;
- c) Call committee meetings, keep minutes of each meeting and inform the Board of the committee's progress and activities;
- d) Furnish the Board with a written report of their committee's progress prior to each board meeting.
- e) Each chairperson and member of a standing committee shall serve until a different chairperson the next annual election of directors and until a successor is appointed.
- f) The chairperson or any member of a standing committee may be removed from the committee by the Board Chair with the approval of the Board whenever, in their judgment, the best interest of the Organization will be served by such removal.

Section 8.02 Minutes and Reports

Each committee shall prepare and maintain minutes of their meetings and proceedings and shall report to the Board as required and recommend appropriate action to the Board, as necessary.

ARTICLE IX – FINANCE

Section 9.01 Fiscal Year

The fiscal year of the Organization shall be from July 1 to June 30.



Section 9.02 Budget

The Board, in conjunction with the Executive Director and fiscal team shall adopt a budget for each fiscal year, according to contract funds availability and the Organization shall function within the limitation of the annual budget. A preliminary budget shall be provided to the Board for review in May. The final budget should be approved by the Board by June 30.

Section 9.03 Disbursements

All major expenses must be itemized on the annual budget and have prior approval of the Board. In no event may any expenditure be made involving pecuniary gain or profit to any officer, Organization staff or family member, or other party where conflict of interest is present.

Funds may not be loaned to individuals, corporations, public agencies, or private agencies.

Section 9.04 Conflicts of Interest

The purpose of this conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.05 Definitions

(a) Interested Person.

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement,



(2) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4) a person who has a financial interest may have a conflict of interest if the appropriate governing board or committee decides that a conflict of interest exists.

Section 9.06 Conflict of Interest Avoidance

(a) Duty to Disclose.

An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors for determination of conflict of interest. If something is deemed a conflict of interest it must be approved by the Board.

Section 9.07 Authorized Signatures

All checks, drafts, or other orders for the payment of money shall be signed by the Executive Director and Treasurer or such other member of the Board as from time to time the Board may designate as authorized signatories; or if the Executive Director be unavailable, by any two of such authorized Directors. The Board may require bonding of all authorized signatures.

Section 9.08 Reserve Account

When as the current income of the Organization permits, the Organization may establish and maintain a reserve account, in accordance with state and specific contract funding terms and conditions.

Once established, the reserve account(s) must adhere to the following:

- The account must be an interest-bearing account
- The account must not exceed the cap imposed by specific contract funding terms and conditions and current fiscal year formulas as provided by funders
- All required reports must be submitted to the Board verifying beginning and ending balances, including interest and all activity prior to submission to funders

Any and all transfers from the reserve account must have prior authorization, Board-approval, and in accordance with all applicable laws and regulations.



Section 9.09 Annual Fiscal Report/Audit

The books of account of the Organization shall be maintained according to Generally Accepted Accounting Principles and there shall be an annual audit, review, or compilation of the finances of the Organization by a Certified Public Accountant selected by the Board. The audit, review, or compilation, together with the report from the Treasurer, shall be submitted to the Board.

ARTICLE X – NON-DISCRIMINATION

The Organization shall not discriminate against any person on a basis prohibited by law or on account of sexual orientation or gender identification.

ARTICLE XI – AMENDMENTS TO THE BYLAWS

These bylaws may be amended at any regular meeting of the Board, provided that the amendment has been submitted in writing to the Board and members of the public with the meeting notice.

DATES OF ADOPTION AND AMENDMENT

STATUS	DATE
Adopted	1992
Amended	2024
Adopted	November 2024

Signatures

Christina Short
Board Chair

11/23/2024
Date

CHRISTINA SHORT
Printed Name

Ran Turner
Secretary

11/13/2024
Date

ROSALIE FERNANDEZ
Printed Name