

AMENDED AND RESTATED BYLAWS OF
HILLCREST CHILDREN'S CENTER, INC.

Adopted and Effective as of July 10th, 2019

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**AMENDED AND RESTATED BYLAWS OF
HILLCREST CHILDREN'S CENTER, INC.**

ARTICLE I: Name

The corporation shall be known as Hillcrest Children's Center, Inc. ("HCC" or the "Center")

ARTICLE II: Operation and Purpose

HCC shall be operated as set forth herein and as provided in the corporation's Articles of Incorporation (the "Articles"). Except as otherwise provided herein and in the Articles, the rights and liabilities of the directors, officers and members shall be governed by the Alaska Nonprofit Corporation Act, Title 10, Chapter 20 of the Alaska Statutes, as amended (the "Act").

Subject to the specific and general purposes stated in the Articles and any supplements thereto, the objectives and purposes of HCC are to provide child care services to families in the Municipality of Anchorage, to provide a preschool program for children 3-5 years of age, to serve as a supplemental child care program, and to raise funds to supplement service fees paid for the care of children enrolled at the Center.

Notwithstanding any other provisions of these bylaws or the Articles, HCC shall not conduct or carry on activities not permitted to be conducted or carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE III: Membership

The corporation shall have no members. To the extent not otherwise specifically provided in these Bylaws or in the Articles, the Board of Directors shall possess all powers otherwise granted to members under the Act.

ARTICLE IV: Board of Directors

1. Powers and qualifications. The affairs of the Center shall be managed by the Board of Directors (the "Board"). It shall be the responsibility of the Board to provide for the implementation of the purposes of HCC. The Board shall control the finances, establish operating policies, and approve specific recommendations of the staff and officers of the Board.

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The Board shall also maintain a Statement of Policy and Philosophy to provide information about HCC for families.

Every parent, foster parent, other legal guardian, or grandparent of a child enrolled at the Center is eligible to serve on the Board, except that employees of the Center who have children enrolled at the Center shall not be eligible to serve on the Board. Those interested in serving on the Board must attend three out of four consecutive meetings of the Board. At the third meeting attended, the person is eligible for election to the Board. No member of the Board shall be an employee of the Center. However, the Executive Director of the Center shall attend and participate in all meetings of the Board and shall serve as the liaison between the staff of the Center and the Board. Directors shall not receive a salary or any other remuneration for service on the Board.

2. Number, Vacancies, and Term. The number of Directors of the corporation shall not be fewer than three and not more than seven. Vacancies are to be filled as soon as practicable by vote of the Board at a meeting. Each Director's term shall continue while he or she has a child or grandchild enrolled at the center or until the Director resigns from service. A Director who wishes to continue serving after his or her child or grandchild has left the center may do so by approval of the Board. If approved, that Director's term shall continue until his or her youngest child or grandchild reaches ten years of age or until the Director resigns service.

3. Voting Privileges. Each Director has one vote, and voting by proxy is prohibited.

4. Removal. A Director may be removed by a vote of 2/3 of the members of the Board whenever in the Board's judgment removal serves the best interests of the Center.

ARTICLE V: Officers

A. OFFICERS

The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer. The Board may elect or appoint other necessary officers and assistant officers and designate their duties. Each officer shall be elected annually by the Board and shall serve until successors are duly elected. Any two or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe. No officer shall receive a salary or any other remuneration for service on the Board.

1. President. The President shall be the Chief Executive Officer of the Center and shall exercise the usual executive powers pertaining to the office of President. The President shall preside at meetings of the Board. The President shall present a report of the activities of the

preceding year at the annual meeting and a statement of the proposed plans for the following year.

2. Vice-President. The Vice President shall assist the President in the performance of his or her duties. In the absence or disability of the President, the Vice-President shall serve as President.

3. Secretary. The Secretary shall keep a current roster of the Board, maintain a record of attendance at all meetings of the Board, determine the presence of a quorum at all meetings of the Board, keep minutes of all meetings, and ensure copies of the meeting minutes are available to the Board.

4. Treasurer. The Treasurer shall be the custodian of the corporate funds, record books, securities, and other valuables that may come into the possession of HCC. The Treasurer shall be responsible for fiscal reporting to the Board including, but not limited to, the proposed annual budget at the Annual Meeting, monthly financial statements, and periodic and special reports to the Board as may be requested by the President or the Board.

B. TERMS AND VACANCIES

1. Term. The term of each office shall be for one year. The Board shall elect Directors to each office annually.

2. Vacancies. Vacancies in any office may be filled by the Board at any regular or special meeting.

3. Removal. Any officer may be removed before the conclusion of his or her term by a vote of 2/3 of the voting members of the Board whenever in the Board's judgment removal serves the best interests of the Center.

ARTICLE VI: Committees

1. Executive Committee. The Executive Committee shall consist of all elected officers of the Board. The Executive Committee is authorized to deal expeditiously with emergency situations arising between meetings of the Board that require immediate attention.

Notwithstanding the foregoing, the Executive Committee does not have the authority to amend, alter, or repeal the Bylaws; to elect, appoint, or remove any member of the Executive Committee or any Director; to amend the Articles of Incorporation; to adopt a plan of merger or adopt a plan of consolidation with another corporation; to authorize the voluntary dissolution of

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the corporation; to adopt a plan for the distribution of the assets of the corporation; or to amend, alter or repeal any resolution of the Board. The designation and appointment of the Executive Committee and the delegation of authority to it shall not operate to relieve the Board or any individual Director of any responsibility imposed upon them by law.

2. Standing Committees. There shall be standing committees authorized by the Board in order to further the objectives of HCC, and to operate, carry on, promote, manage and run the Center on a non-profit basis for the benefit of the children enrolled at the Center. Persons who are not members of the Board may be appointed to a standing committee but may not chair a standing committee. The chairperson of each committee shall be selected by the Board.

ARTICLE VII: Meetings

A. MEETINGS

1. Annual Meetings. The Board shall hold an annual meeting in order to elect Directors and Officers and to discuss and transact such other business as may properly come before the Board. The Annual Meeting shall be held each year at a date, time, and place determined by the Board. Notice of the Annual Meeting shall be posted at the Center at least seven (7) days prior to the meeting.

2. Regular Meetings. The Board shall meet regularly each month. Regular meetings shall be held at a date, time, and place determined by the Board. Notice of the date, time and place of each regular monthly meeting shall be provided to each Director either in person at the prior meeting or by email or text message at least seven (7) days prior to each meeting.

3. Special Meetings. Special meetings of the Board may be held at any place and time, whenever called by the President or a majority of the Directors. Notice of a special meeting shall be provided to each Director either in person at the prior meeting or by email or text message at least one (1) days prior to each meeting.

4. Effect of Attendance at a Meeting. Attendance of a Director at any meeting shall constitute a waiver of timely notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.

B. QUORUM

A majority of the authorized number of Directors shall constitute a quorum at all meetings of the Board. The act of the majority of Directors present at a meeting at which a

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quorum is present shall be the act of the Board. At any meeting of the Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

A Director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Director's dissent or abstention is entered in the minutes of the meeting or the Director files a written dissent or abstention to such action in writing to the Secretary of the Center within a reasonable time after the conclusion of the meeting.

ARTICLE VIII: Executive Director and Staff

1. Executive Director. HCC may employ a full-time paid Executive Director for the Center who shall be selected by a majority of the Board at any regular meeting or any special meeting of the Board called for the purpose of selecting an Executive Director.

2. Executive Director's Responsibilities. The Executive Director shall oversee and perform those activities in the execution of the purposes and policies of the Center as set forth in the Articles of Incorporation. He/she shall have such other powers and perform such other duties as are entrusted to him/her by these bylaws or delegated to him/her by the Board.

3. Executive Director's Authority. Within the limits of the approved program and budget of the Center, the Executive Director shall have the authority to hire staff and to expend such sums of money for the day-to-day operations of the Center as may be required. All employees of the Center shall report to the Executive Director.

4. Minimum Staff Requirements and Staff to Student Ratios. The Executive Director shall maintain staff-to-student ratios as outlined in the Center's policy statement and as required by Alaska laws and regulations.

ARTICLE IX: Indemnification and Insurance

1. Indemnification. Directors and officers and former Directors and officers of the corporation shall be indemnified to the fullest extent of the law as provided in Alaska Statute Section 10.20.011(14), or any successor provision or amendment thereto, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of being or having been a director or officer of the corporation, except in relation to matters in which that person was adjudged, in the action, suit, or proceeding, to be liable for negligence or misconduct in the performance of his or her corporate duties.

2. Condition Precedent to Indemnification. Any person who desires to receive defense and indemnification under this Article shall notify HCC promptly that the person has

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been named a defendant to an action, suit or proceeding of a type referred to in Section 1 of this Article and that person intends to rely upon the right of indemnification described in this Article. The notice shall be in writing and mailed via registered or certified mail, return receipt requested, to the President of the Board of HCC at the principal office of the corporation or, in the event the notice is from the President, to the Secretary of the corporation. Notice need not be given when the corporation is notified by being named a party to the action.

3. Insurance. The corporation shall have the power, to the extent permitted by the Alaska Nonprofit Corporation Act, and any amendments thereto, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of Section 1 of this Article.

ARTICLE X: Administrative, Financial and General Provisions

1. Fiscal Year. The last day of the fiscal year of the corporation shall be June 30.

2. Loans Prohibited. No loans shall be made by the corporation to any officer or to any Director.

3. Books and Records. HCC shall maintain the following records at its principal office: current Articles and Bylaws; correct and adequate records of accounts and finances; a record of officers' and directors' names, addresses, current email addresses and telephone numbers; minutes of the meetings of the Board and any minutes of meetings which may be maintained by committees of the Board. Records may be stored electronically or in hard copy. All books and records of the corporation may be inspected by any Director, or his/her designated agent, for any proper purpose at any reasonable time.

4. Gaming Account. Upon dissolution, any asset in the Hillcrest Gaming Account shall be released to a charitable organization as defined in AS 05.15.690(9) or another qualified organization that is authorized to conduct an activity under AS 05.15. Such organization must qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code. The Board at the time of dissolution shall have the power and authority to select such qualified charitable organization to transfer said assets to.

5. Nondiscrimination. Hillcrest intends to comply with all applicable federal, state, and municipal laws. Accordingly, it is Hillcrest policy to offer equal opportunities in all

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areas including recruiting, hiring, training, promoting, and enrolling families without regard to race, religion, color, national origin, age, physical or mental disability, gender, sex, sexual orientation, marital status, changes in marital status, pregnancy, parenthood, military or veteran status, genetic information, disability, or any other characteristic protected by law, when the reasonable demands of the position do not require consideration of any of these factors. This policy applies to all terms and conditions of employment and/or provision of services including but not limited to hiring, promotion, termination, training, transfers, compensation, and fees charged. Hillcrest will not tolerate harassment of employees or enrolled families including harassment based on characteristics protected by law.

5. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the Board at any meeting of the Board.

CERTIFICATION

The undersigned, being the President of Hillcrest Children's Center, Inc. hereby certifies that the foregoing Amended and Restated Bylaws of Hillcrest Children's Center, Inc. were duly adopted and unanimously approved by the Board of Directors on July 10, 2019.

Monica French
President
Name: Monica French

ATTEST:

Jenny Blanchard
Secretary
Name: Jenny Blanchard

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