



CACTUS WREN COOPERATIVE PRESCHOOL, INC

BY-LAWS
2026-2027

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Cactus Wren Cooperative Preschool, Inc. By-Laws Manual

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ARTICLE I. NAME:

The name of this corporation hereafter shall be referred to as Cactus Wren Cooperative Preschool, Inc., otherwise referred to as "Cactus Wren."

ARTICLE II. PURPOSE:

The purpose of these by-laws is to be the one rule, which defines and governs the general purposes and structure of the corporation, a 501(c)(3) non profit.

Section 1:

The school is a non-profit, non-discriminating cooperative preschool for preschool children age three, until eligible for kindergarten. The school is organized and administered by parents working cooperatively with teachers in order to fill the need for such a school in Sierra Vista and the surrounding communities of Cochise County. The school is licensed by the State of Arizona and has two purposes:

- * to further the social, physical, emotional, and intellectual growth of the preschool child by providing him or her with regular association with other children his or her own age, under the guidance of trained teachers.
- * to educate parents concerning the needs and growth of children and techniques of working with children through participation in the classroom and/or other cooperative required events.

Section 2:

The Cactus Wren Cooperative Preschool, Inc. shall remain apolitical and not support any political party or candidate for public office. Cactus Wren shall take no position in matters of government policy other than those relevant to its purpose.

Section 3:

Cactus Wren admits students of any race, color, national, ethnic origin, and special needs to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It does not discriminate on the basis of race, color, national, or ethnic origin, or special needs in administration of its educational policies, admission policies, or other school-administered programs.

ARTICLE III. ADDRESS:

The official address of the Cactus Wren shall be designated by the Executive Board. It serves the cities of Sierra Vista, Fort Huachuca, and Huachuca City as well as the surrounding areas of Cochise County. Cactus Wren utilizes a P.O. Box as our mailing address.

ARTICLE IV. DORMANCY and DISSOLUTION:

Dormancy or dissolution require 80% approval of board members. In the event that the preschool must enter a period of dormancy, the Board of Directors may authorize such a state after duly considering current operational needs and adherence to IRS regulations governing tax-exempt organizations. During dormancy, which shall not exceed a period of two years without further review and reactivation efforts, the

organization shall continue to meet all federal reporting requirements to maintain its 501(c)(3) status.

Furthermore, in the event of dissolution, all actions taken will be strictly in accordance with IRS guidelines and applicable state law; any remaining assets, after the satisfaction of all liabilities, shall be distributed exclusively for charitable or educational purposes to one or more organizations qualified under section 501(c)(3) of the Internal Revenue Code. This provision ensures that whether the organization is temporarily inactive or formally dissolved, it remains compliant with federal tax regulations and fulfills its long-term objectives.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law) or (b) by some corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The property of this organization is irrevocably dedicated to its educational purpose. No part of the net earnings of this organization shall ever inure to or for the benefit of or be distributed to its members, trustees, officers, or other private persons. The organization, with Executive Board approval, shall be empowered to make payments and distributions in furtherance of the exempt purposes for which it was formed. No extra payments, bonuses, or distributions beyond normal paychecks will be given to Cactus Wren employees without Executive Board approval.

Upon the dissolution of Cactus Wren and after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to nonprofit fund(s), foundation(s), or organization(s) which is organized and operated exclusively for charitable and/or educational purposes which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V. AMENDMENTS TO BYLAWS AND SCHOOL POLICIES:

By-laws and other school policies shall be reviewed at minimum every year, by the Executive Board. These by-laws and other policy documents may be amended by a majority vote of the Executive Board. The Executive Board will inform all members, in writing (digital or print) of all changes to the by-laws and school policies affecting students and their families (i.e. orientation manual, etc.)

ARTICLE VI. MEMBERSHIP:

Parent members are each father and/or mother, sponsoring adult, or guardian, whose child is enrolled in and attending the school for the school year (August-May) or any part thereof, or whose child is registered for the upcoming school year. Parent membership shall continue until May 30 of that school year to provide for maintenance and repair and to guarantee a smooth transition for Board Members and appointed committee

workers. Withdrawal of the child before the school year ends, terminates parent membership. Duties of the members are listed in the orientation manual.

Parents and community members with a vested interest in the mission of Cactus Wren may be elected and serve on the Executive Board.

ARTICLE VII. EXECUTIVE BOARD:

Section 1.

The Executive Board (Board of Directors) of Cactus Wren Cooperative Preschool, Inc. will consist of five elected officers and one school director. In transition years, an assistant to the director (1) will be hired to prepare for assuming the duties of school director.

Members of the Executive Board include the following positions, in order of seniority: 1) Board President, 2) Board Vice President, 3) Financial Director, 4) Social Media Coordinator, 5) Fundraising Coordinator. In the event of an absence or unfilled seat, the duties will be assumed accordingly.

The purpose of the Executive Board will be purpose driven and guide Cactus Wren in its efforts to achieve the mission and vision while demonstrating our core values. The board will ensure effective strategic planning occurs, ensure there are adequate financial resources for operation, and ensure the school operates with legal and ethical integrity.

Section 2: Board Agreement

Each member of the Executive Board will sign an agreement at the beginning of the year and attend the board orientation. If any member of the Executive Board does not fulfill their duties as outlined in the by-laws for one month and/or they miss one board meeting without prior approval in one academic year they will be relieved of their duties, pending a three-fifths vote of remaining board members.

Section 3: Board Member Tuition Discount

Active members of the Executive Board shall receive a ten percent (10%) tuition discount for one enrolled child during the period in which they are actively serving on the Board. This discount applies to tuition only and does not apply to registration fees, supply fees, fundraising obligations, late fees, or any other charges unless otherwise approved by the Executive Board.

The discount shall be limited to one child per active Board member household and shall remain in effect only while the Board member is fulfilling the duties and responsibilities of their elected or appointed position.

Section 4:

The elected officers are the President (Shannon Lenzmeier), Vice-President (Vacant), Financial Director (Brian Lenzmeier), Fundraising Coordinator (Emily Marinaro), Public Relations/Social Media Manager (Stephanie Cespedes) and are elected by the general membership. They are voting members and are required to attend all Board meetings. The School Director, and Assistant to the Director (when needed in transition years) are also voting members of the Cooperative and are required to attend all Board meetings.

Section 5.

The School Director is hired by the Executive Board. In transitional years when an Assistant to the Director is needed, they too shall be hired by the Executive Board .

Section 6:

The Executive Board will attend all school cooperative board meetings held at least semi-annually (at least two times per calendar year) at a place designated by the President. School cooperative board meetings are always open to attendance and participation by all members. The meeting times and places will be publicized to all members in advance. Additional Executive Board or general membership meetings may be called by the President at any time. These additional Executive Board sessions are held on an as needed basis and are closed for confidentiality and for subjects of a sensitive nature.

ARTICLE VIII. ELECTED OFFICERS:

Section 1.

The elected officers of the Executive Board shall have the following duties:

President

- Attend all board meetings as a voting member.
- Formally evaluate the Director once a year or designate an appointee to perform this function.
- Oversee the smooth operation of all areas of Cactus Wren
- Call regular Board Meetings as needed, at minimum two per year.
- Serve as liaison to field questions from the community.
- Lead semi-annual (at minimum) financial overviews with the school Director, and the Executive Board to assess Cactus Wren's budget, income statement, and statement of financial position.

Vice President

- Take minutes at all meetings and post them as prescribed in the Orientation Manual.
- Lead and organize all school-wide events (i.e. school concerts, graduations, picnics, field trips, etc.).
- Attend all board meetings as a voting member.
- Establish event committees and be the liaison between the committees and Executive Board.

- Work with Social Media Manager to disseminate information about events to membership and the public, as appropriate.
- Attend all school wide events.
- Serve as the backup to the President in the event that they are unable to be present. Or serve as the President if the position is vacated, until a new President can be voted in.

Financial Director

- Annually develop an operational budget to be presented to the Executive Board and voted on by no later than August each year.
- Prepare a financial statement for the school each quarter. Prepare updated income statement and statement of financial position for each Executive Board Meeting.
- Complete payroll on a monthly basis.
- Prepare required tax documents and file them according to legal timelines.
- Maintain all financial documents and records in an organized manner for five years. Destroy all documents after the five year period, minus annual tax returns.
- In the event that the position of Director and/or Financial Director are vacated and a qualified replacement is found, the Board may vote to have the Financial Director responsibilities absorbed into the Director's responsibilities (or vice versa) with compensation to match the efforts required to fulfill both job descriptions.

Social Media Manager

- Attend all board meetings as a voting member.
- Maintain and update the website as needed and at the direction of the President and School Director, minimum quarterly.
- Maintain and update Social Media platforms. Publish a minimum of two social media posts monthly on all platforms during the school year (excluding Winter/Spring Breaks).
- Assist the board with publicity, newspaper, fliers, advertisements, etc.
- Develop and implement social media strategies to increase future enrollment.
- Attend all school wide events.

Fundraising Coordinator

- Attend all meetings as a voting member.
- Plan and coordinate fundraising campaigns and activities for the year.
- Work with Social Media Manager to promote fundraising efforts.
- In coordination with the President and Financial Director, prepare, track, and monitor all grant submissions.
- Track fundraising goals and progress, report progress back to the board and general membership, at minimum quarterly.
- Attend all fundraising events.
- Attend all school wide events.
- Maintain records of fundraisers and feedback for future use.

ARTICLE IX. SCHOOL DIRECTOR:

Section 1.

The Director coordinates all efforts of teachers and reports to the Executive Board.

Section 2.

The Director shall serve as the voice of the teachers and staff as their representation during Board meetings and votes.

Section 3.

The Director is responsible for the hiring, management and termination of paid staff including, teachers, teacher's aides, support staff and any volunteers who substitute for paid staff.

Section 4.

The Director is responsible for the smooth operation of both educational and physical aspects of the school, which is accomplished by working with the Executive Board and all committees.

Section 4.

The Director is responsible for ensuring the program complies with all licensing rules and regulations as well as prepares the staff/school for highest performance on programmatic assessments.

Section 5.

The Director is responsible for the process of registration throughout the year, to include summer vacation.

Section 6.

The Director is responsible for program development and management including curriculum evaluation, ensuring staff conduct student assessments for program effectiveness, and developing additional programming based on community/student need

Section 7.

The Director shall work hand in hand with the Board President to communicate effectively with the membership.

Section 8.

The Director shall have voting privileges with the exception to decisions regarding their own pay or identified conflicts of interest.

Section 9.

In the event that the position of Director and/or Financial Director are vacated and a qualified replacement is found the Board may vote to have the Financial Director

responsibilities absorbed into the Director's responsibilities (or vice versa) with compensation to match the efforts required to fulfill both job descriptions.

ARTICLE X. COMMITTEES/AIDES:

Section 1.

Other standing committees or temporary (ad hoc) deemed necessary for the running of the school shall be set up by the Executive Board.

Section 2.

The committee chairpersons shall make regular reports to the Executive Board through their respective Coordinators.

Section 3.

No members of any committee shall have the power to bind the school in any way.

ARTICLE XI. FINANCES:

Section 1.

As early as is possible at the beginning of the year (August), a budget committee consisting of the Executive Board, shall review the budget for the year. A budget committee consisting of the Executive Board shall review the budget again in the spring and make recommendations for the disposition of surplus funds, after receiving recommendations from the Executive Board, teachers, and others as to the probable income and expenditures.

Section 2.

The budget shall be approved by the Executive Board via a majority vote. After approval by the Board, the budget will be available at the school for review by the general membership.

Section 3.

All changes in tuition, the registration fee policy, and other financial policies, must be approved by a majority of the Executive Board.

Section 4.

Once the annual operational budget is approved by the Executive Board, all expenses which are categorized under the operational budget are considered approved expenditures. Expenditures outside of the operational budget under \$100 require School Director and Financial Director approval. Purchases outside of the operational budget over \$100 requires Executive Board approval.

Section 5.

Funds collected via fundraising, unspecified donations or other special projects will be considered separate from the operational budget. The use of these funds must be approved by the Executive Board.

ARTICLE XII. TEACHERS AND STAFF:

Section 1.

Prospective teachers shall be interviewed and hired by the School Director, as a vacancy occurs. The School Director will present a candidate summary to the Executive Board President prior to sending the final job offer(s) to the top candidate(s).

Section 2.

Teacher contracts shall be presented for the following school year, before the first day of work.

Section 3.

Disciplinary actions of any paid staff member will be managed by the School Director. Any concerns resulting in suspension or termination will be reported to the Executive Board within three business days..

ARTICLE XIII. MEETINGS OF THE MEMBERSHIP:

Section 1.

The President shall call no fewer than 2 board meetings open to general membership during the year.

Section 2.

All decisions made by the membership will be decided by a simple plurality, unless stated otherwise in these bylaws. With approval of the Executive Board President, Executive Board members are authorized to vote in absentia.

Section 3.

When there is a vacancy of an Executive Board position, members interested in Executive Board duties will submit a brief description of interest in a specific position along with their qualifications. All members will have 5 days to review the applicant's statement. Voting will take place virtually within the same 5 day period with a simple yay/nay response. A simple majority is required for approval. In the event of multiple candidates for the same position, the candidate with the most votes will fill the position.

Section 4.

When the Executive Board has determined that voting will be made at an open meeting, utilization of absentee procedures may occur when appropriate. Accordingly, a written modification and sample ballot will be provided in writing to the membership for at least 3 days for review and comment. Comments will be addressed to the President. Prior to distribution of ballots, the Executive Board will meet to consider the compiled comments presented by the President and to revise the proposed ballots as appropriate. Ballots

will be distributed to all members; balloting period will be at least 3 days. Ballots will be collected by the President and safeguarded until the official count. Results of voting will be announced in writing or during a regular meeting within 30 days after the count.

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