

**AMENDED AND RESTATED BYLAWS
OF
WILLIAMSBURG CAMPUS CHILD CARE, INC.**

Purpose

Williamsburg Campus Child Care, Inc. (the "Corporation") is organized and shall be operated for charitable and educational purposes including, but not limited to, the organization and operation of a child care center (the "Center") on the campus of the College of William & Mary. The affairs and activities of the Corporation shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), affecting nonprofit organizations described in Section 501(c)(3) of the Code.

ARTICLE 1

Members and Meetings

1.1 Membership Classes. The Corporation has one (1) class of members, which shall consist of the parents and/or legal guardians whose names are set forth on the applications of the children enrolled at the Center.

1.2 Places of Meetings. All meetings of the members shall be held at 114 Grigsby Drive, Williamsburg, Virginia, or at such place as from time to time may be fixed by the Board of Directors.

1.3 Annual Meetings. The annual meeting of the members for the election of directors and the transaction of such other business as may come before the meeting shall be held in each year in September. The failure to hold an annual meeting at the time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action.

1.4 Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the President, by the Board of Directors, or if members together holding at least ten percent (10%) of all votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. At a special meeting, no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

1.5 Notice of Meetings. Notice stating the place, day and hour of every annual meeting of the members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty

(60) days before the date of the meeting to each member of record entitled to vote at such meeting, except that notice of a members' meeting to act on an amendment of the articles of incorporation, a plan of merger, a proposed sale of assets pursuant to Section 13.1-900 of the Virginia Nonstock Corporation Act (the "Act"), or the dissolution of the Corporation shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting date. Meetings may be held without notice if all the members entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting. Notice may be sent via First Class U.S. Mail, via email using the email address provided to the staff by the member, and must be posted where notices are normally posted at the Center.

1.6 Members' List for Meetings. The officer or agent having charge of the record of members of the Corporation shall make, at least ten (10) days before each meeting, a complete list of the members, with the address of each. For a period of ten (10) days prior to the meeting, the list of members shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any member during the whole time of the meeting for the purposes thereof. The original record of members shall be *prima facie* evidence as to who are the members entitled to examine such list or records or to vote at any meeting of members.

1.7 Action by Members Without a Meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if one or more consents, in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof and delivered to the Secretary for inclusion in the Corporation's minutes or filing with the corporate records. Any action taken by unanimous written consent of the members shall be effective according to its terms when all consents are in possession of the Corporation. Notwithstanding the foregoing, an action taken by written consent of the members that specifies an effective date shall be effective as of such date, provided the consent states the date of execution by each member. A member may withdraw his or her written consent only by delivering a written notice of withdrawal to the Corporation prior to the time that all consents are in possession of the Corporation. If not otherwise determined by resolution of the Board of Directors, the record date for determining members entitled to take action without a meeting shall be the date the first member signs such consent. Any such consent shall have the same force and effect as a unanimous vote of the members.

1.8 Quorum. Members holding at least ten percent (10%) of the votes entitled to be cast with respect to the business to be transacted, who shall be present in person or represented by proxy at any meeting duly called, shall constitute a quorum of such group for the transaction of business. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the members present or represented by proxy without notice other than by announcement at the meeting until a quorum shall attend. Once a member is present for any purpose at a meeting of members, he or she shall be deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is, or shall be, set for that adjourned meeting.

1.9 Voting. At any meeting of the members, each member entitled to vote on any matter coming before the meeting shall, as to such matter, have one (1) vote, in person or by proxy. A member or the member's agent or attorney-in-fact may appoint a proxy to vote or otherwise act for the member by signing an appointment form or by an electronic transmission. Every appointment form shall be in writing, dated and signed by the member entitled to vote or his or her duly authorized attorney-in-fact. An electronic transmission shall contain or be accompanied by information from which one can determine that the member, the member's agent or the member's attorney-in-fact authorized the transmission. An appointment of a proxy is effective when a signed appointment form or an electronic transmission of the appointment is received by the Secretary or other officer or agent authorized to tabulate votes before or at the time of the meeting. No proxy shall be valid after eleven (11) months from its date, unless otherwise expressly provided in the proxy. If a quorum is present at a meeting of the members, action on a matter other than election of directors shall be approved if the votes cast within the voting group favoring the action exceed the votes cast within the voting group opposing the action, unless a vote of a greater number is required by the Corporation's Articles of Incorporation or by law. If a quorum is present at a meeting of the members, directors shall be elected by a plurality of the votes cast by the members entitled to vote in such election.

1.10 Inspectors. An appropriate number of inspectors for any meeting of members may be appointed by the chairman of such meeting. Inspectors so appointed will open and close the polls, will receive and take charge of proxies and ballots, and will decide all questions as to the qualifications of voters, validity of proxies and ballots, and the number of votes properly cast.

ARTICLE 2

Directors

2.1 General Powers. The property, affairs, and business of the Corporation shall be managed under the direction of the Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board of Directors, and the Board of Directors shall have all lawful powers necessary or convenient to carrying out the purposes of the Corporation including, but not limited to:

- (a) Hiring and firing of the executive director (the "Executive Director") employed by the Corporation to manage the day-to-day affairs of the Corporation and determining his or her compensation and terms of employment;
- (b) Setting and collecting tuition and other payments, including late fees;
- (c) Creating and implementing policies related to the wait list, parent participation, and other activities of the members and the Center; and

- (d) Constituting *ad hoc, ex officio* committees as necessary to advise the Board of Directors.

2.2 Number of Directors.

- (a) There shall be five (5) voting members of the Board of Directors, and two (2) non-voting members of the Board of Directors, to be determined as follows:
 - (i) the members of the Corporation shall elect four (4) directors (the "Elected Directors") as provided in Section 2.3 hereof; and
 - (ii) the Provost of the College of William & Mary, or an individual expressly designated by the Provost, shall appoint an employee of the College of William & Mary to serve as a director (the "Appointed Director"); and
 - (iii) the Executive Director shall serve *ex officio* as a non-voting member of the Board of Directors; and
 - (iv) the Contract Administrator of the College of William & Mary shall serve as an advisory, non-voting member of the Board of Directors.

2.3 Election and Removal of Directors; Quorum.

- (a) Eligibility for Position of President. Eligibility for position of Board President is contingent on successful completion of a one year term as an Elected Director.
- (b) Nomination ballot. Except as otherwise herein provided, any member of the Corporation may serve as an elected director, provided he or she is not already a serving director or has already completed a term as a director. A position specific nomination ballot will be emailed to all parents of Williamsburg Campus Child Care by July 1st of each year to be returned to the Board President within 14 days. Nominees will be contacted by the current Board President to accept nomination and confirm support for participation. The current Board President will then develop a list of nominations.
- (c) All elected directors shall be elected by a plurality of ballot votes cast by current members of the Corporation in an election to be held in August of each year, at or prior to the annual membership meeting. Ballots may be either physically distributed to members at or before the annual meeting, sent to and received from members via electronic mail, cast through use of an internet website created for the purpose of receiving votes, or any or any combination of these three methods. The ballots shall prominently include a date and time by which ballots must be received by the Board of Directors in order to be counted, which shall be no later than the

conclusion of the annual meeting. Each member of the Corporation shall be entitled to one vote. The vote will be tallied by the current Board President on or shortly after the date specified on the ballot. Elected Directors shall each serve a two year term, beginning on September 1 of the year elected and ending on August 31 two years later, so that two new directors are elected each year by the conclusion of the annual meeting, and so that two of the four elected directors shall be elected each year in alternating years at the expiration of the term of office for the previous director filling that position.

- (d) Child no longer enrolled. Any Director who ceases to have a child enrolled at the Center shall notify the Board of Directors upon cessation of enrollment. A Director whose child ceases to be enrolled at the Center may continue to serve on the Board of Directors until the end of his or her term, with an affirmative vote of a majority of the remaining Directors. A Director whose child is no longer enrolled at the Center may not participate in the vote regarding his or her continued participation on the Board of Directors.
- (e) Removal. Any Elected Director may be removed from office upon: (i) the presentation to the Board of Directors of a petition signed by fifteen percent (15%) or more of the members that expresses serious dissatisfaction with such Elected Director; and (ii) the vote of a majority of all members at a special meeting called for the purpose of removing such Elected Director, such special meeting to be held within one (1) month of presentation of the petition expressing dissatisfaction to the Board of Directors.
- (f) Vacancy. Any vacancy of an Elected Director occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors entitled to vote though less than a quorum of the Board of Directors. Any Elected Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the vacancy occurred and until such Elected Director's successor shall have been elected and qualified.
- (g) Removal of Appointed Director. The Appointed Director shall hold his or her office until removed by the Provost of the College of William & Mary, or an individual expressly designated by the Provost.
- (h) Quorum. A majority of the number of directors entitled to vote serving at the time of any meeting shall constitute a quorum for the transaction of business. The act of a majority of directors entitled to vote, present at a meeting at which a quorum is present, shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

2.4 Meetings of Directors.

- (a) An annual meeting of the Board of Directors shall be held as soon as practicable after the adjournment of the annual meeting of members at such place as the Board of Directors may designate. Other meetings of the Board of Directors shall be held at places and at times fixed by resolution of the Board of Directors, or upon call of the President or a majority of the directors; provided however, that the Board of Directors shall meet no less than quarterly. The Secretary or officer performing the Secretary's duties shall give not less than five (5) days notice by letter, electronic transmission or telephone of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board of Directors. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing or electronic transmission either before or after the meeting. The notice of meetings of the Board of Directors need not state the purpose of the meeting. Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or such committee by any means of communication whereby all persons participating in the meeting can simultaneously hear each other, and participation by such means shall constitute presence in person at such meeting. A written record shall be made of any action taken at a meeting conducted by such means of communication.
- (b) Directors are required to attend at least 75% of the meetings of the Board of Directors each year, said calculation to be made on or before the annual meeting every year for the then-serving directors. Failure to attend the required number of meeting may be cause for the removal of a Director, pursuant to paragraph 2.3(e).
- (c) All meetings of the Board of Directors shall be open to all members of record. The Board of Directors shall not use work sessions or other informal gatherings of the Board of Directors to circumvent the open meeting requirements of this Section.

- (d) Notice of the time, date and place of each regular meeting of the Board of Directors shall be posted at the Center where parent notices are normally published, at least three (3) working days prior to a meeting. Notice, reasonable under the circumstances of special or emergency meetings shall be given contemporaneously with the notice provided members of the Board of Directors conducting the meeting. Unless otherwise exempt as relating to an executive session pursuant to subsection (d), at least one (1) copy of all agenda packets and materials furnished to members of the Board of Directors for a meeting shall be made available for inspection by the members at the same time such documents are furnished to the members of the Board of Directors.
- (e) The Board of Directors may convene in executive session to: (i) consider personnel matters; (ii) consult with legal counsel; and (iii) discuss and consider contracts and pending or probable litigation, upon the affirmative vote in an open meeting to assemble in executive session. The motion shall state specifically the purpose for the executive session. Reference to the motion and the stated purpose for the executive session shall be included in the minutes. The Board of Directors shall restrict the consideration of matters during such portions of meetings to only those purposes specifically exempted and stated in the motion. No contract, motion or other action adopted, passed or agreed to in executive session shall become effective unless the Board of Directors, following the executive session, reconvenes in open meeting and takes a vote on such contract, motion or other action which shall have its substance reasonably identified in the open meeting. The requirements of this section shall not require the disclosure of information in violation of law.
- (f) Subject to reasonable rules adopted by the Board of Directors, the Board of Directors shall provide a designated period of time during a meeting to allow members an opportunity to comment on any matter relating to the Center. During a meeting at which the agenda is limited to specific topics or at a special meeting, the Board of Directors may limit the comments of members to the topics listed on the meeting agenda.

2.5 Actions by Directors or Committee Without Meeting. In the event of an emergency, or when circumstances arise which otherwise preclude a meeting prior to a necessary action of the Board, any action which may be taken at a meeting of the Board of Directors or of a Committee may be taken without a meeting if one or more consents in writing, setting forth the action so taken, is signed either before or after such action by all of the directors entitled to vote or all of the members of the Committee, as the case may be, and delivered to the Secretary for inclusion in the Corporation's minutes or filing with the corporate records. Such action shall be effective when the last director entitled to vote signs the consent, unless the consent specifies a different effective date, in which event an action so taken shall be effective on the date specified therein, provided the consent states the date of execution by each director entitled to vote. Any such consent shall have the same force and effect as a unanimous vote of the directors.

2.6 Compensation. A Director shall not be entitled to compensation for his or her services as a Director.

ARTICLE 3

Board of Advisors; Committees

3.1 Board of Advisors. The Board of Directors, by resolution adopted by a majority of the number of directors entitled to vote then in office, may appoint a non-voting Board of Advisors to advise the Board of Directors on matters outside the expertise of the Board of Directors.

3.2 Other Committees. The Board of Directors, by resolution duly adopted by a majority of the number of directors entitled to vote then in office, may establish such other standing or special committees of the Board of Directors, consisting of at least two (2) directors, as it may deem advisable and the members, terms and authority of such committees shall be as set forth in the resolutions establishing the same. The Board may appoint members to committees from the members of the Corporation as it deems necessary, including those not otherwise serving on the Board of Directors.

3.3 Meetings. Regular and special meetings of any Committee established pursuant to this Article may be called and held subject to the same requirements with respect to time, place and notice as are specified in these Bylaws for regular and special meetings of the Board of Directors.

3.4 Quorum and Manner of Acting. A majority of the members of any Committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a Committee meeting at which a quorum is present shall constitute the act of the Committee.

3.5 Term of Office. Members of any Committee shall be appointed as above provided and shall hold office until their successors are appointed by the Board of Directors or until such Committee is dissolved by the Board of Directors.

3.6 Resignation and Removal. Any member of a Committee may resign at any time by giving written notice of his or her intention to do so to the President or the Secretary, or may be removed, with or without cause, at any time by such vote of the Board of Directors as would suffice for his or her election.

3.7 Vacancies. Any vacancy occurring in a Committee resulting from any cause whatsoever may be filled by the Board of Directors.

ARTICLE 4

Officers

4.1 Election of Officers; Terms. The officers of the Corporation shall consist of a President, a Treasurer, and a Secretary, which officers may but need not be voting members of the Board of Directors. Other officers may from time to time be appointed by the Board of Directors and they shall hold office for such terms as the Board of Directors may prescribe. All officers shall hold office until the next annual meeting of the Board of Directors and until their successors are appointed. Any two or more offices may be held by the same person.

4.2 Removal of Officers; Vacancies. Any officer of the Corporation may be removed summarily with or without cause, at any time, by the Board of Directors. Vacancies shall be filled by the Board of Directors.

4.3 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Directors. Day to day functions of the organization may be performed by staff or by a third party as hired or appointed by the Board, under the supervision of the appropriate Officer as provided hereinafter.

4.4 Duties of the President. The President shall be primarily responsible for the implementation of the policies of the Board of Directors. Except as otherwise provided in these Bylaws or in the resolutions establishing such Committees, he or she shall be *ex officio* a member of all Committees of the Board of Directors. The President serves as the executive officer, and has the authority to call, preside over and manage the meetings of the Board. The President may make committee assignments. The President works with the other officers and with the Executive Director to ensure that all matters necessary for the operation of the organization as decided by the Board of Directors are properly before the Board. He or she may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, subject to the approval of the Board of Directors in accordance with these Bylaws, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or as otherwise required by law. In addition, the President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

4.5 Duties of the Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation and shall deposit all monies and securities of the Corporation in such banks and depositaries as shall be designated by the Board of Directors. Day to day duties of managing the finances of the organization may be performed by staff under the director of the Treasurer, who may assign duties as necessary to the Executive Director or Financial Director, or other third party entity as approved by the Board. He or she shall be responsible to oversee the following on behalf of the organization: (i) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) the preparation and presentation of appropriate operating budgets and financial statements; (iii) the preparation and filing of all tax returns

required by law; and (iv) for the performance of all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President. The Treasurer may sign and execute in the name of the Corporation stock certificates, deeds, mortgages, bonds, contracts or other instruments, as approved by the Board of Directors in accordance with these Bylaws, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or as otherwise required by law. The treasurer shall report such financial matters to the Board as are appropriate and necessary and shall act as the liaison to the Board pertaining to the financial matters of the organization.

4.6 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and members of the Corporation. When requested, the Secretary shall also act as secretary of the meetings of the Committees of the Board of Directors. The Secretary shall oversee the keeping and preservation the minutes of all such meetings in permanent books. The day to day duties of the Secretary may be performed by staff under the direction of the Secretary, who may assign duties as necessary to the Executive Director or other staff, or another third party entity as approved by the Board. He or she shall ensure that: (i) all notices required to be given by the Corporation are duly given and served; (ii) have custody of all deeds, leases, contracts and other important corporate documents and ensure their safekeeping; (iii) have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation and ensure their safekeeping; (iv) see that all reports, statements and other documents required by law (except tax returns) are properly filed; and (v) shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

4.7. Compensation. An Officer shall not be entitled to compensation for his or her services as an Officer

ARTICLE 5

Corporate Records

5.1 Minutes of Meetings and Records of Actions Taken Without Meetings. The Corporation shall keep as permanent records minutes of all meetings of its members and the Board of Directors, of all actions taken by the members or the Board of Directors without a meeting, and all actions taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

5.2 Accounting Records. The Corporation shall maintain appropriate accounting records

5.3 List of Members. The Corporation or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order.

5.4 Form of Records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

5.6 Specific Records Which Corporation Must Keep. The Corporation shall keep a copy of the following records:

(a) The Corporation's Articles or Restated Articles of Incorporation and all amendments to them currently in effect;

(b) The Corporation's Bylaws or restated Bylaws and all amendments to them currently in effect;

(c) Any resolutions adopted by the Corporation's Board of Directors;

(d) The minutes of all members' meetings, and records of all action taken by the members without a meeting;

(e) All written communications to members generally including the financial statements;

(f) A list of the names and business addresses of the Corporation's current directors and officers;

(g) The Corporation's most recent annual report delivered to the State Corporation Commission; and

(h) Form 1023, Application for Recognition of Exemption filed by the Corporation with the Internal Revenue Service.

ARTICLE 6

Executive Director Annual Evaluation

6.1 Purpose. The purpose of establishing this policy is for evaluating the performance of the Executive Director and communicating performance expectations.

6.2 Performance Year. Annual cycle for evaluating employees' performance and establishing annual goals for the next performance year. The year typically begins on July 1 of one year and ends on June 30 of the following year for majority of professionals. Evaluations should be conducted within 30 days of the end of a performance cycle.

6.3 Process. For evaluating performance the College of William and Mary Performance Planning and Evaluation Policy for Professionals and Professional Faculty will be used as a reference.

6.4 Reviewer. The current Williamsburg Campus Child Care Board President and the representative from Auxiliary Services will conduct the evaluation in collaboration with the Executive Director.

6.5 Personnel File. A file consisting of performance evaluations will be housed and maintained by the representative from Auxiliary Services.

ARTICLE 7

Miscellaneous

7.1 Seal. The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

7.2 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and shall end on June 30 of each year.

7.3 Checks, Notes and Drafts. Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

7.4 Amendment of Bylaws. Unless proscribed by the Articles of Incorporation or these Bylaws, including but not limited to Section 6.5 hereof, these Bylaws may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of directors fixed by these Bylaws; provided, however, that the Board of Directors shall not have the power to increase the number of members of the Board of Directors. Members entitled to vote on the election of directors, however, shall have the power to rescind, alter, amend, or repeal any bylaws and to enact bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

7.5 Indemnification.

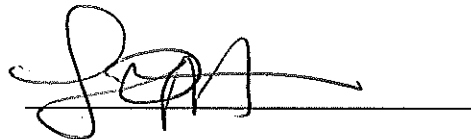
- (a) To the full extent that the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation or its members for monetary damages.
- (b) To the full extent permitted and in the manner prescribed by the Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer 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, employee benefit plan or other enterprise.

- (c) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.
- (d) The indemnification provisions of these Bylaws may be amended, altered or repealed only by the members of the Corporation; provided, however, that a right to indemnification arising under these Bylaws shall not be eliminated or impaired by an amendment to these Bylaws after the occurrence of the act or omission that is the subject of the proceeding for which indemnification is sought.

* * *

These Amended and Restated Bylaws were duly adopted by the members of this Corporation on the 21st day of October with effect from the 20th day of October, 2015.

A handwritten signature in black ink, appearing to be 'J. P. A.', written over a horizontal line.

Secretary