

BYLAWS

OF

ALEXANDRIA DAY NURSERY AND CHILDREN’S HOME, INCORPORATED

ARTICLE I

NAME

The name of the corporation shall be Alexandria Day Nursery and Children’s Home, Incorporated (hereinafter referred to as the “Corporation”). It is incorporated under the non-stock corporation laws of the Commonwealth of Virginia.

ARTICLE II

PURPOSE

The purposes of the Corporation shall be to (a) conduct or assist in the conducting a day nurseries for children, (b) aid and assist minor children six and younger to obtain day care, medical support, medical or therapeutic treatment, education, special training or any other care and attention deemed necessary or advisable in each individual case, and (c) operate exclusively for charitable, literary and educational purposes. All assistance shall be within the City of Alexandria.

ARTICLE III

MEMBERS

Section 1. Qualification. The Members of the Corporation shall be the individuals who are members of the Rotary Club of Alexandria, Alexandria, Virginia.

Section 2. Powers. The Members shall have the power to (a) elect the members of the Corporation's Board of Directors, (b) fill any vacancies that may arise in the membership of such Board of Directors, and (c) amend these Bylaws as more fully described in Article XI.

Section 3. Meetings. The Members shall meet at least annually and at such other times as may be requested by the Corporation's Board of Directors.

Section 4. Quorum. A majority of the Members shall constitute a quorum for the transaction of business; but, if at any meeting of the Members there shall be less than a quorum present, the Members present may adjourn the meeting from time to time until a quorum is obtained, and at any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Voting. A majority vote of the Members at any duly constituted meeting shall constitute a valid act of the Members.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Qualification. In order to serve on the Corporation's Board of Directors, the individual must be a member in good standing of the Rotary Club of Alexandria. An individual will be deemed to have resigned as a member of the Board on the date that he or she is no longer a member of the Rotary Club of Alexandria.

Section 2. Number. The number of Directors which shall constitute the whole Board shall be twelve.

Section 3. Election. The Members shall elect the Directors from a slate of nominees selected by a nominating committee selected by the Corporation's Board of

Directors. In addition, any Member may nominate another Member to stand for election to the Board of Directors. The Board of Directors shall prepare procedures setting forth the details of this nomination and election process, which procedures shall be approved by a majority vote of the Members.

Section 3. Term. Directors will serve for a three-year term. A director may serve additional terms if nominated by the Corporation's Board, and elected by the members of the Rotary Club.

Section 4. Vacancies. In case of any vacancy in the Board of Directors, a successor shall be nominated by the Board to fill the unexpired portion of the term will be elected within ninety days by a majority vote of the Members. Such successor will be selected by a nominating committee selected by the Corporation's Board of Directors. In addition, any Member may nominate another Member to fill such vacancy. The Board of Directors shall prepare procedures setting forth the details of this nomination and election process, which procedures shall be approved by a majority vote of the Members.

Section 5. Removal. Any Director may be removed, with or without cause, at a special meeting of the Board of Directors called for that purpose, by the vote of a majority of the Board of Directors.

Section 6. Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Corporation and shall have the full and complete authority with respect to the distribution and payment of the moneys received by the Corporation from time to time, except that the fundamental and basic purposes of the Corporation, as expressed in the Certificate of Incorporation, shall not thereby be amended or changed, and except further that the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any Director or other private individual who is related to or affiliated with the Corporation.

Section 7. Meetings. The Board of Directors may hold its meetings at such place or places within or without the Commonwealth of Virginia as the Board may from time to time determine. Regular meetings of the Board of Directors shall be held at such time and place as may be determined by the Board, and no notice of such regular meetings need be given. Regular meetings may be conducted by telephone conference call.

Section 8. Special Meetings. Special meetings of the Board may be called by the President or by the Secretary upon the written request of a majority of the Directors. Notice of the time, place and purpose of every special meeting of the Board shall be given by the Secretary by mailing (including electronic mail) or delivering the same to each Director, at least twenty-four hours before the meeting. Special meetings may be conducted by telephone conference call.

Section 9. Resignations. Any Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective.

Section 10. Quorum. A majority of the Directors in office shall constitute a quorum for the transaction of business; but, if at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting from time to time until a quorum is obtained, and at any such adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the meeting as originally called. To the extent permitted by law, a resolution in writing, signed by all of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly called and constituted.

ARTICLE V
OFFICERS

Section 1. Positions. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers, if any, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation.

Section 2. Election. The officers of the Corporation shall be elected annually at the meeting of the Board of Directors.

Section 3. Removal. Any officer of the Corporation may be removed by a vote of the majority of the Board of Directors then in office.

Section 4. President. Powers and Duties. The President shall preside at all meetings of the Board of Directors. He/she shall have general supervision of the affairs of the Corporation and shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. He/she shall have power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation all contracts authorized either generally or specifically by the Board. He/she shall make an annual report to the Rotary Club. He/she shall perform such other duties as shall from time to time be assigned to him/her by the Board of Directors.

Section 5. Vice-President. Powers and Duties. The Vice-President shall have such powers and duties as may be assigned to him/her by the Board of Directors. In the absence of the President, the Vice-President shall in general perform the duties of the President.

Section 6. Secretary: Powers and Duties. The Secretary shall act as secretary of all meetings of the Board of Directors and shall keep the minutes of all such meetings

in the books proper for that purpose. He/she shall attend to the giving and serving of all notices of the Corporation. He/she shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to him/her by the Board of Directors. The Secretary shall be authorized to certify by signature copies of resolutions duly adopted by the Board of Directors.

Section 7. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and securities of the Corporation which may come into his/her hands. He/she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects of the Corporation in such banks or depositories as the Board of Directors may designate. He/she shall record and submit before the annual meeting each year, to the Board of Directors, a report of the receipts and disbursements, which the said Board may, in its discretion, cause to be audited by a firm of chartered or certified accountants of its selection before approving the same. Whenever required by the Board of Directors, he/she shall render a statement of accounts. He/she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

Section 1. Selection. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors in its sole discretion may deem desirable.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Corporation shall end on December 31.

ARTICLE VIII
NOTICE AND WAIVER OF NOTICE

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post-office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his/her last known post-office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given by law or under these Bylaws may be waived by the person entitled thereto, and his/her attendance, either in person or by proxy, at any meeting shall constitute a waiver of notice thereof.

ARTICLE IX
OFFICE

Section 1. Registered Office. The registered office of the Corporation shall be located in the City of Alexandria, Virginia.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify officers and members of the Board of Directors who may be a party (or who may be threatened to be made a party) to any action or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is an officer or Director of the Corporation. The indemnification shall include all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement that are actually and reasonably incurred by the officer or Director in connection with such action, suit or proceeding, provided that the officer or Director acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation. If the action is criminal, in order to be indemnified, the officer or Director must have had no reasonable belief that his or her conduct was unlawful. In all respects, the indemnification provided for under this Article X shall be in accordance with the indemnification provisions set forth in applicable provisions of the Commonwealth of Virginia statutes dealing with non-stock corporations.

ARTICLE XI
AMENDMENTS, ETC.

These Bylaws may be amended, added to, or repealed by a majority vote of the Members, provided notice of intention to amend the Bylaws shall be mailed to each Member at least five days before the meeting.