

Child Start, Inc.

Originally Adopted: 1972

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		1/28/10

Restated By-Laws

Article 1: Name and Purpose

Section 1. The name of this Corporation is and shall be Child Start, Inc.

Section 2. Mission Statements

The mission of Child Start Inc. is to provide early childhood development services that prepare children for lifelong success.

Article II: Board of Directors

Section 1. General

- (a) The membership of the Corporation shall consist of the Board of Directors. The control and administration of the Corporation shall be vested in the Board of Directors, which has the power and authority to do and perform all acts and functions necessary to carry out the purposes of the Corporation not inconsistent with the Articles of Incorporation and these By-Laws.
- (b) The Board of Directors shall consist of not less than ten (10) and not more than twenty-one (21) individual members who shall be elected in the manner provided in these By-Laws. The Board of Directors shall determine prior to the annual meeting the number of director positions needed for the following year, which number shall remain in effect until the next annual meeting. If a vacancy occurs on the Board of Directors, such vacancy shall be filled for the unexpired term by the Board of Directors.

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Section 2. Selection

(a) Nomination of Directors:

The Board of Directors will submit the names of eligible and qualified individuals sufficient to fill the vacancies for at least the minimum number of the Board. Considerations for qualification will include interest/concern with children's issues, ability to attend scheduled meetings, professional skills/training/job experience that would benefit the Board of Directors, or fulfillment of additional stipulations or requirements established by any program operated by the Corporation. Any otherwise qualified nominee is eligible for Board service unless disqualified by reason of employment by the Corporation.

(b) Election of Directors:

New Directors shall be elected as vacancies arise and shall be installed and begin serving upon a vote of the current Board of Directors of the Corporation.

(c) Term:

The Term of a Director shall be three (3) years. A member who has been elected a Director and who has served a full term shall be eligible to another term following approval of the Board. A member who has served two (2) consecutive full terms shall be ineligible for re-election to the Board until one (1) year has elapsed following the expiration of his/her term as a member of the Board of Directors of the Corporation. However, the Board may, from time to time, vote to extend a Director's term.

Section 3. General Responsibility of the Board

The Board:

- (a) Establishes the corporate or legal existence of the agency and gives it continuity.
- (b) Selects, appoints, and evaluates the Executive Director, and delegates responsibility to the Executive Director for administering the Corporation.
- (c) Sees that adequate funds are available for financing the Corporation's operation including adequate staff, proper working conditions, salaries and facilities.
- (d) Governs the Corporation through policies that it determines and approves, and that are consistent with federal and state law or with other requirements of any program operated by the Corporation. Such policies are formulated with the Executive Director and staff.

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- (e) Accounts for the service of the Corporation and the expenditure of funds. To be accountable, the Board makes provision for proper bookkeeping and auditing; approves budgets; and studies reports, asks questions, and keeps informed regarding the Corporation's activities and its field of service.
- (f) Represents the Corporation in the community.
- (g) Selects its members carefully, provides them an orientation, and uses their talents and skills on behalf of the Corporation's purpose.

Section 4. Meetings of the Board of Directors of the Corporation.

- (a) *Meeting date:* The Board of Directors shall meet a minimum of five (5) times a year at such times as are determined by the Board.
- (b) *Annual Meeting:* There shall be an annual meeting of the Corporation which shall be held during the month of May or at such other date as may be designated by the Board of Directors from time to time.
- (c) *Quorum:* At any regular or special meeting of the Board of Directors of the Corporation, a majority of the members shall constitute a quorum.
- (d) *Majority:* Votes on a proposed action to approve or disapprove shall be by a simple majority of a quorum. When not in a Board meeting, said votes may be taken by telephone conference call, by email or by fax.
- (e) Special meetings of the Board of Directors, dealing with only stated business, may be called at the discretion of the Chairperson, the Executive Committee, or by four (4) members of the Board of Directors.
- (f) At least three (3) full days notice, mailed or delivered to each Board member shall be given for all meetings of the Board of Directors.

Section 5. Vacancies

The failure to elect any officers or directors shall not dissolve the Corporation. In the event of the failure to elect any officers, or in the event of any vacancy occurring by death, resignation, removal, or otherwise, in any office on the Board of Directors, the remaining directors or officers shall have the power to act and carry on the business of the Corporation until such time as the vacancy is filled. In the event of such vacancy, the remaining members of the Board of Directors by a majority vote of their number may choose a successor, or successors, who shall hold office for the unexpired term to which such vacancy occurred.

Section 6. Termination

- (a) Any member of the Board may be removed by resolution of the Board of Directors, passed at a special meeting duly called for the purpose.

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- (b) Any member who is absent without excuse from three (3) consecutive Board meetings, or from four (4) of the previous six (6) consecutive meetings, shall be deemed, without action on the part of the Board, to have been removed from the Board for cause. Such member may be reinstated by majority vote of the Board.

Section 7. Indemnification

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him/her (or his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which such Director or Officer was engaged in misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Section.

Section 8. Conflict of Interest

Any duality of interest or possible conflict of interest on the part of any eligible voting member shall be disclosed to other members of the Board of Directors. To this end, each voting member shall, upon election and annually thereafter, prepare and file with the Secretary of the Board of Directors, a written declaration of interest and activities which create or might create a dual interest or conflict of interest (or the absence of any such interest or activity) on the part of the voting member. Such written declaration shall be reviewed by the Chairperson. Such declaration shall be in the form as approved by the Board of Directors.

Any voting member having a duality of interest or possible conflict of interest on any matter, shall neither vote nor use his/her personal influence on the matter. The minutes shall reflect the disclosure, voting, and quorum status. The foregoing requirements, however, shall not be construed as preventing the voting member from stating his/her position on the matter nor from answering pertinent questions of other voting members, since his/her knowledge may be of great assistance to the Corporation.

No voting member shall disclose or use confidential information relating to the business of the Corporation for the personal profit or advantage of the voting member, his/her immediate family, or agency. No voting member shall accept gifts, excessive entertainment or other favors from any outside person or organization that does business or is seeking to do business with the Corporation under circumstances from which it might be inferred that such action was

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intended to influence or possibly would influence the voting member in the performance of duties.

Article III: Officers

Section 1. Chairperson, Vice-Chairperson, Secretary and Treasurer

A Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected by the Board of Directors of the Corporation in advance of its annual meeting and installed at that meeting for a term of one (1) year or until the election of their successors. The Corporation may have such other offices as may from time to time be appointed by the Board of Directors for such terms and with such duties as the Board of Directors may determine. The offices of Secretary and Treasurer may be held by a single Director.

Section 2. Duties

The officers of the Corporation shall perform the duties usually performed by such officers, together with such duties as shall be prescribed by the By-Laws or by the Board of Directors more particularly, however:

- (a) *Chairperson.* The Chairperson shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chairperson shall be a member ex-officio of all other committees. The Chairperson shall appoint all committees except when the appointment is reserved to the Board of Directors.
- (b) *Vice-Chairperson.* The Vice-Chairperson shall act in place of the Chairperson in the event of the Chairperson's absence, resignation or inability to perform the duties of the office and shall also perform such additional duties as may be assigned by the Chairperson.
- (c) *Treasurer.* The Treasurer shall have general responsibility for the Corporation's funds and accounts subject to the order of the Board of Directors. The Treasurer shall cause proper books of accounts to be kept, which at all reasonable times shall be open to the examination of any member of the Board, and reports shall be rendered at such times as the Chairperson or Board of Directors shall order. The Treasurer shall make certain that the books are audited no less frequently than annually by a certified public accountant. The Treasurer shall also chair the Finance Committee.
- (d) *Secretary.* The Secretary shall assure the keeping and reporting of accurate minutes of the meetings of the Board of Directors and shall attend to all general Board correspondence and mailings as directed by the Chairperson of the Board.

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Section 3. Unexpired Term

The unexpired term of any vacated office shall be filled by the Board of Directors, at a regular or special meeting called for the purpose.

Section 4. Termination of Officer

Any officer may be removed by resolution of the Board of Directors, passed at a regular or special meeting duly called for the purpose.

Article IV: Committees

Section 1. General

Committees may be established for carrying on the activities and work of the Corporation. Each committee shall consist of at least the committee chair plus one (1) other voting member of the Board. Additional members (who need not be voting members of the Board) shall be recruited by the Committee Chair and shall have full voting privileges only in committee.

Section 2. Classes of Committees

The classes of committees of the Corporation shall be:

- (a) *Executive Committee.* The Executive Committee shall be composed of the Officers of the Corporation and shall carry out the duties prescribed in Article III.
- (b) *Finance Committee.* The Finance Committee shall be composed of the Treasurer as Chairperson, and one other voting member of the Board of Directors, as well as such other members as may be recruited for their expertise in the field. The Finance Committee shall review annual program budgets prepared by organization staff and shall advise staff as appropriate; and shall recommend said budgets for Board approval. Only the Board, voting in official meeting, shall approve the budget of the Corporation or any budget requests to public agencies. The Finance Committee shall provide a monthly review and recommendations to the Board as to the Corporation's financial position and shall oversee the investments of the Corporation.
- (c) *Special Committees.* Special Committees may be created from time to time by resolution of the Board of Directors of the Corporation or by its Chairperson.

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Section 3. Ex-Officio Members

The Chairperson of the Board and Executive Director shall be ex-officio members of all committees (without vote).

Section 4. Reports of Committees

All Committees shall, from time to time, make reports of their activities or recommendations for action to the Board of Directors of the Corporation and, whenever possible, such reports making recommendations that require consideration by the Board of Directors shall be delivered to the Board of Directors in the manner deemed most effective by the members (U.S. Mail, email, or fax).

Article V: Finance

Section 1. General

- (a) *Depository.* All funds of the Corporation shall be placed in a depository which shall be selected by the Executive Director and Finance Committee.
- (b) *Authority to Sign Checks.* The Chairperson, Executive Director and such other persons as shall be authorized by the Board of Directors may sign checks drawn upon the accounts of the Corporation in accordance with fiscal policies reviewed and approved by the Board.
- (c) *Audits.* The accounts of the Corporation shall be examined and audited once a year by a certified public accountant and according to requirements of the funding source based upon their allocations for this purpose.
- (d) *Bonds.* All officers and regular employees handling or responsible for the funds of the Corporation shall be bonded by an approved surety company in such amounts as the Board of Directors may determine, the Corporation paying the premiums of such bonds.

Article VI: Authorization to Sign other Documents.

Authorization to sign documents other than financial documents on behalf of the Corporation shall be by resolution of the Board of Directors.

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Article VII: Property

Real property belonging to the Corporation may be sold, mortgaged or leased upon the resolution of the Board of Directors at any regular or special meeting. However, no such action may be taken unless the notice given of such Board meeting shall announce the intention to consider such sale, lease or mortgage.

Article VIII: Waiver

All notices herein required may be waived by all persons entitled to such notice. Documentation of such waiver shall state that notice of the meeting is waived and that consent to the holding of the meeting is given by all the directors of the Corporation. Said documentation shall include the original signatures of all Corporation Board members.

Article IX: Fiscal Year

The fiscal year of the Corporation shall be from May 1 to April 30, inclusive (realizing funding sources represent different fiscal years).

Article X: Amendments

These By-Laws may be amended by the Board of Directors by the vote of two-thirds (2/3) of a quorum. However notice of the intention to present such amendment, together with the full text of such proposed amendment, shall be delivered or mailed to each member at least five (5) days prior to such meeting.