



KIDS INCORPORATED OF THE BIG BEND BY-LAWS

ARTICLE I: NAME

The name of this not-for-profit corporation shall be Kids Incorporated of the Big Bend (hereinafter referred to as Kids Incorporated).

ARTICLE II: ORGANIZATIONAL GOALS

- A. To provide, expand and improve early learning, health and other related services for children and their families collaboratively with community partners.
- B. To engage parents and legal guardians as partners in decisions regarding the care and education of their children.
- C. To develop community support for coordinated quality early learning, health and other related services for children and their families.
- D. To provide education and professional development opportunities for staff and community partners in child care, childhood education, family support and related services.

ARTICLE III: BOARD OF DIRECTORS

Section 1. MEMBERSHIPS.

The Board of Directors as herein described shall be the governing body of Kids Incorporated.

- A. **NUMBER:** The Board of Directors shall consist of at least nine voting persons who shall be representative of the service area.

- B. **ELIGIBILITY**

Any person interested in the objectives and mission of Kids Incorporated is eligible for membership on the Board of Directors. No person who is an employee or receives direct remuneration from Kids Incorporated may be a voting member of the Board of Directors.

C. TERM

The term of membership on the Board of Directors shall be two fiscal years (June 30). Members can be re-elected as often as they consent and remain in good standing.

D. VACANCIES

Vacancies existing on the Board of Directors from time to time shall be filled promptly by the Board's election upon recommendation of the Chairperson. The member elected to fill the vacancy shall hold that office for the unexpired portion of the term.

E. ABSENCES AND TERMINATIONS

1. Absences - three consecutive absences without notification to the chairperson from official meetings of the Board shall constitute automatic resignation. Vacancies so created shall be filled as provided in Section 1.D. upon approval of the Board, this person may be reinstated.
2. Conduct - any member of the Board may be removed from office for neglect of duty, misconduct or malfeasance of office. The member in question must be notified in writing of the cause for removal and afforded an opportunity to a hearing by the Board if so requested.

F. CONFLICT OF INTEREST

1. No member may vote on any matter which has direct bearing on services to be provided by the member or any organization that such member directly represents or any matter which would financially benefit such member of the organization which he or she represents. In such instances, the member must recuse himself/herself with such recusal being noted in the minutes.
2. No board member shall be eligible for employment with the agency within two years after his/her last term of membership unless approved by the majority of the Board.

G. VOTING PROCEDURE

In order for any member's vote to be valid, the member must be present at the meeting, either in person or by telephone, at which such vote is taken. Proxy or absentee votes will be accepted in an emergency situation which will be governed by ARTICLE III, Section 3.D.

Section 2. DUTIES.

- A. The Board of Directors shall approve the annual operating budget and any major budget revisions.

- B. The Board of Directors shall establish policy and program direction for Kids Incorporated.
- C. The Board of Directors shall provide leadership and direction of all fundraising activities and may specifically authorize the President to seek funds on behalf of the Agency.
- D. The Board of Directors shall fill any vacancy on the Board which occurs.
- E. The Board of Directors shall hire, evaluate annually at the end of the fiscal year and supervise the President.
- F. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the agency. Such authorization may be general or confined to specific instances.
- G. The Board of Directors shall request, review, and accept an annual federal compliance audit.
- H. The Board of Directors shall adopt and amend the by-laws of Kids Incorporated as needed.
- I. Any two members of the Executive Committee on behalf of the corporation shall secure loans and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific interest.

Section 3. Meetings

- A. Regular Meetings- Unless otherwise changed, the Board of Directors shall meet at least bi-monthly, at a time and place designated by the Board.
- B. Special Meetings - special meetings of the Board of Directors for any purpose or purposes may be called by the Chairperson of the Board or by the Chairperson at the request of six voting members of the board.
- C. Notice of Meetings - notice of any meeting, regular or special, shall be communicated to all voting members of the Board prior to the meeting stating the time, place, date and day of the meeting. Notice of a special meeting shall also include the purpose of the meetings.
- D. A quorum will be defined as a simple majority of the currently filled Board members. The quorum can be achieved by members being present in person or by telephone serving on the Board of Directors. In the event that a quorum is not present at a meeting, the Executive Committee, if present, may vote on the business at hand. The decision shall be the act of the Board of Directors.

If an emergency Executive Committee meeting is deemed necessary by the Board Chairperson and one of the Executive Committee members is not present, the absent

officer may be contacted by telephone by the Chairperson for his/her vote. The absent officer should submit written documentation of the vote to the Board of Chairperson within three days of the telephone contact.

All decisions made or votes cast by the Executive Committee shall be distributed to all other Board members within three days of any said decisions or votes cast on agency business.

Section 4. OFFICERS

- A. Election – the Chairperson shall establish a Nominating Committee prior to the end of the fiscal year to present the Board with a slate of officers at a meeting at least one month prior to election. Nominations may be taken from the floor at any time. The officers shall be elected by the voting members of the Board and shall serve for a period of one year. Elections shall occur in July.
- B. Term of Office – officers may serve up to three consecutive terms in that office.
- C. Chairperson – duties of the Chairperson shall included presiding over all meetings on the Board. He/she will be an ex-officio member of all committees and shall perform other duties pertaining to the office or required of him/her from time to time by the Board of said by-laws. The Chairperson shall be the duly authorized agent for the Board in order to legally commit and obligate the agency.
- D. Vice-Chairperson – the Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and assume such other duties and responsibilities as may be assigned by the Chairperson.
- E. Immediate Past-Chair
- F. Secretary - the Secretary shall determine the official quorum for each meeting by reviewing the membership list as well as perform duties and responsibilities as assigned by the Chairperson.
- G. Vacancies – a vacancy in any principle office because of death, resignation, disqualification or otherwise shall be filled by the Chairperson for the unexpired portion of the term.

Section 5. STANDING COMMITTEES.

- A. Except for the Executive Committee, as hereinafter defined, the Chairperson shall, not later than the first regular meeting following the bi-annual election, appoint the following named Standing Committee from among the voting membership. Each Board member shall serve on at least one standing committee.
- B. There shall be three Standing Committees:
 - 1. The Executive Committee shall be composed of the officers of the Board and the chairs of the Standing Committees. The Executive Committee shall have

the powers and duties necessary or appropriate for the administration of the agency between meetings of the Board and is responsible for conducting the annual evaluation of the President. The Executive Committee shall perform other duties as the Board from time to time may deem expedient.

2. The Audit and Finance Committee shall procure the annual independent financial and compliance audit and monitor financial management functions.
 3. The Development Committee shall be responsible for formulating an annual plan for fundraising activities and events which provides support to improve the agency's revenue needs.
- C. The Chairperson shall assign ad hoc committee and work groups as necessary.

ARTICLE IV: EXECUTIVE DIRECTOR/CEO

Section 1. DUTIES.

- A. The Executive Director is responsible for the administrative and programmatic operations of the agency.
- B. The Executive Director is responsible for all personnel activities for the agency which include hiring and firing of agency personnel.
- C. The Executive Director shall advise and make recommendations to the Board of Directors in areas of policy and program direction and the overall financial needs of the agency.
- D. The Executive Director shall establish an administrative structure which is conducive to further the mission and organizational goals of the agency.
- E. Policy Council

The Early Head Start Policy Council serves in the capacity of shared governance structure in accordance with federal regulations. The Policy Council is comprised of parents and community members from Leon, Jefferson and Madison Counties, with at least 51% of the composition parents. The general functions of the Policy Council are to work with EHS management staff and the governing body to develop, review, and approve policies and procedures associated with program design, enrollment priorities, personnel issues, budgets, planning, self-assessment, and additional funding requests.

Each September, the Policy Council elects a new executive committee composed of a chairperson, vice-chairperson, treasurer, and secretary. The Policy Council Chairperson serves as a voting member of Board of Directors for Kids Incorporated. This person serves as the communication link to the Board and back to the Policy Council. The chairperson shares any concerns and/or information from the Policy

Council to the Board Members. In the chairperson's absences, the vice-chairperson performs the chairperson's duties.

Section 2. AGENT FOR THE BOARD

- A. The Executive Director shall be authorized to sign all contracts, grants and agreements for the agency in order to subcontract all or part of its services.
- B. The Executive Director shall be authorized by the Board of Directors to sign contracts, agreements and/or amendments which are within the scope of the agency's mission and goals.

Section 3. CHECKS, DRAFTS, DEPOSITS

- A. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the agency shall be signed by the President and/or other agents designated by the President.
- B. All funds of the agency not otherwise employed shall be deposited to the credit of the agency in such banks, trust companies or other depositories as selected by the agency.

ARTICLE V: PROCEDURE

The Chairperson shall call the meeting to order and conduct business as defined on the agenda.

In all matters of procedure not otherwise herein provided for, the current edition of Robert's Rules of Order shall prevail in all meetings of the Board of Directors.

ARTICLE VI: LIABILITY

The agency shall indemnify to the full extent permitted by law against damages, judgments, settlements, attorney fees, costs, charges and expenses incurred in connection with the defenses of any action, suit or proceeding or any appeal there from, any director or officer of Kids Incorporated made or threatened to be made a party to such action, suit or proceeding, whether civil or criminal, by reason of the fact that such person is or was an officer of Kids Incorporated unless such person acted in bad faith or in a criminal manner.

ARTICLE VII: AMENDMENTS

These by-laws may be altered, revised or repealed and new by-laws may be adopted by the Board of Directors at any regular or special meeting of the Board called for the purpose, by a simple majority vote of the Board, present and voting, providing that a quorum is present, and provided further that the proposed amendment(s) shall have been introduced, read and

entered in the minutes of the preceding regular or special meeting or published and distributed at least 30 days before the vote.

ARTICLE VIII: DISSOLUTION

At any time that dissolution of this corporation is authorized, pursuant to law, the Board of Directors shall apply and distribute its assets as follows:

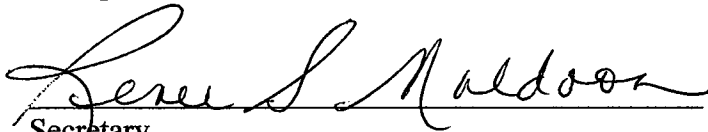
- A. All liabilities and obligations of the agency shall be discharged or adequate provision made thereof;
- B. Assets held on condition requiring return or other disposition in case of dissolution shall be so returned or disposed of and;
- C. All other assets of the agency shall be transferred to one or more organizations, as determined by the Board of Directors, that are organized and operated exclusively for charitable or educational purposes, that qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and that are exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as amended.

We, the undersigned, do hereby certify that the foregoing by-laws were duly adopted by the Board of Directors at a meeting duly held and called on the 26th day of May A.D. 2009.

FOR KIDS INCORPORATED OF THE BIG BEND



Chairperson



Secretary