



## Early Childhood Iowa Developing Board Bylaws Tool X

Early Childhood Iowa Area (ECIA) boards are required to write and adopt bylaws. Bylaws provide the board with the rules and structure to govern actions and carry out board responsibilities. Bylaws are rules that cannot be suspended. Therefore, area board's bylaws should include all of the rules that the group considers to be important enough that they cannot be changed at the whim of the members present at a single meeting. It helps to think of bylaws as a contract between the members and the organization. If a responsibility is not spelled out in the bylaws, members cannot be held to that responsibility.

The generally accepted articles of bylaws are as follows:

### **Article I:** Name of the Board

The full name of your board, properly punctuated, should be included. You should also reference that your bylaws are in accordance with Iowa Code and reference the Code, *Iowa Code Chapter 256I, 21, 22, 69.16*. You may also include here the geographic area of your ECIA.

### **Article II:** Purpose of the Board.

Describe why your board exists and the board's objective(s).

### **Article III:** Membership.

Include the number of members and the composition of your board.

Iowa Code provides membership requirements for Early Childhood Iowa area boards. In this section, reference that your board membership is in accordance with Iowa Code Chapter 256I. When identifying your board membership, remember:

- All members shall be elected officials or members of the public who are not employed by a provider of services to or for the area board
- Membership of an area board shall include representation from early care, education, health, human services, business, and faith interests and at least one parent, grandparent or guardian of a child from zero through age five.  
*Note:* Human service, education and health members are not restricted to employees of state departments.
- Members cannot represent more than one area of expertise. For example, your education member cannot represent both education and business. Refer to Tool LL for more information regarding membership requirements of local ECIA boards.

The following questions help you identify information you need in the membership section.

- What responsibilities or privileges do members have?
- Does the board include any ex officio members? If so, do ex officio members have voting rights?
- What is the length of a member's term and how many terms can a member serve?
- Are members required to serve on board committees?
- Does the board reimburse members for meeting expenses?

Outline meeting attendance requirements for members. Be specific on the number of meetings that board members can miss in a specific date range and include the consequences. Here is an example: a board member missing three consecutive meetings or more than half of the meetings in a fiscal year will be considered to have tendered their resignation. Many boards choose to have the stated option that the chair can accept or reject a resignation of a board member under these circumstances. This allows some flexibility for extraordinary circumstances. It also allows you to retain good board members that have experienced difficulty in attending meetings for legitimate reasons and allows you a clear method of removing board members that have not been so dedicated.

**Article IV: Governance.**

Describe how the board makes decisions. What decisions require a simple majority to pass? What decisions require a 2/3rds majority to pass? Typically, any decision that gives or takes away authority from board members requires a 2/3rds majority to pass.

**Article V: Officers.**

Describe the officer titles, nomination and election process (include when elections happen), duties of the officers, term limits, and the method for filling vacancies. It is also helpful to describe the unique role of the vice chair. For example, will the vice chair automatically elevate to chair?

**Article VI: Meetings and Records.**

Provide information about regular and special meetings. The following questions help you identify information you need in the meetings and records section.

- On a regular basis, how frequently does the board meet? (e.g., the board meets six times a year.)
  - ✓ Provide information about how and where you post notices of board meetings.
  - ✓ Identify the minimum time period before the meeting that you must publish and distribute the meeting agenda to board members and the public.
  - ✓ Identify who is responsible for creating the agenda and how board members can add an item to the agenda. Include a deadline for requesting an addition to the agenda.
  - ✓ Identify where and when you hold board meetings, if appropriate.
- How do you call a special meeting of the board?
  - ✓ Identify who can call a special meeting.
  - ✓ Identify how special meetings are called.
  - ✓ Specify the number of members needed to call a special meeting.
  - ✓ What kind of notice will you give to members and the public for a special meeting (Iowa Code requires a 24 hour notice unless there are extenuating circumstances.)
- How does the board solicit public comment on board activities?
- Can a board member participate by telephonic means? (Ensure compliance with Open Meetings Law.)
- Who is responsible for keeping the official records of the board? Describe how a member of the public can contact the entity in person, by phone or by mail to ask to examine public records of the board.
- Bylaws should also outline how public comment will be solicited.
- Include that all regular and special meetings are subject to Iowa's Open Meetings Law.
- Include the entity that is the official in charge of the records of the board. Include how a member of the public would contact them in person, phone or by mail to request to examine public records of the board.
- Include that all public records are subject to Iowa's Open Records Law.

**Article VII: Quorum.**

Identify the number of members that must be present to have a quorum. Regular meetings shall require no less than a simple majority (50% + 1) for quorum. Due to the nature of special meetings, you may require a minimum of a 2/3rds majority for quorum.

**Article VIII: Committees. (Including executive committee)**

Your ECI area board may have executive, standing, and ad hoc committees. The information you include in this section of your bylaws depends on the committee type.

Executive Committee – This committee is made up of the board’s officers. Iowa law does not allow the empowerment board’s executive committee to have any decision-making authority.

Standing Committees – List the names of committees, membership requirements, how you select members, and duties. Indicate whether you limit committee membership to board members or open to the public or a combination of both.

Ad Hoc Committees – You may establish ad hoc committees as needed. Identify the membership requirements and how you select members.

*Note:* Committees may make recommendations to the larger board and the board must complete all decision-making at a regular or special meeting. Any committees noted by an area board in their bylaws are also subject to meeting open records and open meetings laws.

**Article IX: Conflicts of Interest.**

Board members must declare any and all conflicts of interest, including perceived conflicts of interest. Describe your process for declaring conflicts of interests. At minimum, the board must complete this process annually.

When there is a conflict of interest, the board member must abstain from voting. The member must also determine the level of participation during the discussion/debate of the issue that is a conflict of interest (real or perceived.)

**Article X: Parliamentary Authority.**

Identify the parliamentary manual (typically Robert’s Rules of Order) the board will use as the basis for the rules of conducting business and the rights of members that are not in Iowa Code or the bylaws.

**Article XI: Amendments.**

Describe the process for changing the bylaws. You must have a minimum of a 2/3rds majority vote to amend or revise the bylaws. You must bring amendment(s) before the board at one meeting and the board votes on the amendments at a subsequent meeting. This process gives members ample notice and time to consider the amendments.

**Additional Articles**

There may be other articles you want to include, for example:

- Role, relationship with, and responsibilities of paid staff that report to the board.
- Required reports and timetables to complete the reports.
- Order of business for the board meeting.

## **Additional Bylaws Advice**

**Write them in plain English.** Write your bylaws so a member can pick up a copy of the bylaws, read them, and for the most part, understand what they say. Keep the language simple and straightforward.

**Keep them amendable.** Provide a process to amend your bylaws because you may want to amend them at some point. It is a worthwhile process to complete an annual or biannual review of the bylaws to ensure that they are still meeting your needs. To avoid confusion, you may want to specifically note items required by state law which cannot be amended.

**Watch the little words.** Sometimes it is the littlest words that have the biggest impact. Don't write may or should, when you mean must, shall or will.

**Specify a parliamentary authority.** When the bylaws establish a parliamentary authority, the bylaws do not need to include rules for every situation. Instead, when the bylaws do not cover a particular situation, the parliamentary authority is your source for handling the situation.

**Amend or Revise?** If you only want to make a few changes to your bylaws then amending them is the approach to take. When you want to make significant changes to the bylaws, it is easier to throw out the old bylaws and write a complete new set of bylaws. This would be called a revision.

**Final Reminder.** Your board's bylaws cannot violate state law that governs your ECIA board.