

# **BYLAWS**

**Of**

**McDowell County Partnership for Children and  
Families, Inc.**

**A Nonprofit Corporation**

**Amendment #12**

**Approval Dates:**

**Approved By Board of Directors: 8-24-11**

# **Article I**

## **OFFICES**

**Section 1.**    **Principal Office.**    The principal office of the Corporation shall be located at **70 North Main Street**, Marion, McDowell County, North Carolina.

**Section 2.**    **Registered Office.**    The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

**Section 3.**    **Other Offices.**    The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

# **Article II**

## **MEMBERS**

The Corporation shall have no members, all functions and affairs of the Corporation being directed entirely by the Directors hereof.

## Article III

### **DIRECTORS**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by the Board of Directors or by such Executive Committees as the Board may establish pursuant to these Bylaws.

**Members of the Board of Directors** are to act as voting members of the Board with full authority and responsibility to develop policies and regulations for the operation of the Partnership; to monitor the Partnership's financial health, programs and overall performance; and to provide the Executive Director with the resources to meet the goals set by the Board and the needs of those the Partnership serves.

#### Duties and Responsibilities:

- Determine Partnership's mission, vision and purpose, create and update a strategic long-range plan for the Partnership.
- Select the Executive Director.
- Support the Executive Director and assess his/her performance.
- Ensure effective organizational planning and establish adequate policies to ensure effective operations and approve contracts as appropriate.
- Secure adequate resources and funding for the organization.
- Manage resources effectively and monitor finances.
- Determine, monitor and strengthen Partnership's programs and services.
- Enhance Partnership's public standing.
- Ensure legal and ethical integrity and maintain accountability of Partnership.
- Recruit and orient new Board Members and assess Board's performance.
- Select and support the officers of the Board and Corporation.

#### **Section 2. Members and Terms.**

**1.** The Board shall consist of a minimum of 15 members. Members will come from one of the 3 required categories - Government, Services and Business Community - which are critical to building an effective early care and education system and are in keeping with G.S.143B-168.12 (a)(1). More than one representative may serve from each position and not all positions must be filled. No one category can have less than 30% or more than 40% of the total membership. (In calculating percentages, 0.5 and above should be rounded up.)

#### Government

- County Commissioner, ex officio, or the Commissioner's designee
- County Manager, ex officio, or the Manager's designee
- Director of the Department of Social Services, ex officio, or the Director's designee

- Executive Director or other officer of a local organization responsible for community mental health, ex officio, or her or his designee
- Director of the Local Health Agency, ex officio, or the Director's designee
- Superintendent of Public Schools, ex officio, or the Superintendent's designee
- President of the Community College, ex officio, or the President's designee
- Director of the Local Cooperative Extension Agency, ex officio or the Director's designee
- Director of the Local Public Library, ex officio, or the Director's designee
- Representative from the Municipal Government

### **Services**

- Child Care Provider from a center-based child care facility
- Child Care Provider from a family child care home facility
- Representative from the local Head Start Program
- Representative from the Child Care Resource and Referral Agency
- Representative from another Non-Profit Human Service Agency

### **Business/Community**

- Parent/grandparent or legal guardian of children 0-5 years
- Representative from the religious community
- Representative from the Inter-Agency Coordinating Council
- Representative from a Foundation
- Business Leader
- Representative from the Community at Large

2. Directors shall be elected for a term of three (3) years. The number of Directors each year shall be determined by the Board of Directors based upon need therefore.

3. Duties and Responsibilities: (Directors/Members)

- Attend all Board meetings and activities, including special events and Board retreats/training.
- Members who vacate their membership, shall be replaced by the appropriate appointing authority.
- Become knowledgeable about the Partnership and its programs.
- Come to Board Meetings well prepared and well informed about issues on the agenda.
- Contribute to meetings by expressing point of view.
- Every Board member serves as a representative of either an organization or specific constituency. Therefore each member has the responsibility to make known the concerns, needs and opinions of those they represent. However, when decisions are made, Board members should give highest priority to the overall needs and goals to the Partnership.
- Abstain from participating in any decision or deliberations regarding the disbursement of funds to his/her own agency in order to avoid conflict of interest or the appearance of impropriety.
- Consider other points of view, make constructive suggestions and help the Board to make decisions that benefit those that the Partnership serves.
- Serve on at least one committee (no more than three).

- Represent the Partnership to individuals, the public and other organizations.
- Assume Board leadership when asked.
- Keep the Executive Director informed about any community concerns.
- Approve LP Policies as presented after respective Committee(s) review and recommendation.
- Approve addition/deletion of fund allotment for Activities funded by MCPFC/Smart Start when applicable.

**Section 3. Election:** Directors shall be elected at annual meetings. In the event any Director so demands, election of Directors shall be by ballot. Directors may be elected for successive terms.

**Section 4. Vacancies:** A vacancy occurring in the Board of Directors may be filled at any Board meeting by a majority of the remaining Directors.

**Section 5. Removal:** Directors may be removed from office with or without cause by a vote of a majority of the Directors. In the event any Director is so removed, a new Director or Directors may be elected at the same meeting. Members who miss more than 50% of all scheduled Board Meetings within a year shall be removed.

**Section 6. Chairperson(s):** There shall be a Chairperson(s) of the Board of Directors elected by the Directors from their number at the organizational meeting of the Board and at each annual meeting thereafter. The Chairperson or Director shall preside at all meetings of the Board of Directors thereafter and perform such other duties as may be directed by the Board.

**Section 7. Board Meetings.** The Full Board of Directors shall meet at least 6 times per fiscal year. Special meetings may be called at the discretion of the Executive Committee, Board of Directors, and/or the Executive Director. The Executive Committee shall meet at least 11 times per fiscal year. There will be no Board Meetings during the Month of December each year.

**Section 8. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson(s) or any two Directors. Such meetings may be held either within or without the State of North Carolina. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

**Section 9. Notice of Meetings.** The Board will adhere to Open Meeting Laws.

**Section 10. Informal Action by Directors.** Action taken by a majority of the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

**Section 11. Quorum.** No business may be conducted by the Board of Directors in the absence of a quorum. A quorum shall consist of no less than 1/3 of the number of Directors in office. A quorum shall be determined by the number of members of the Board of Directors in attendance

when a vote is taken (Ref. G.S. 55-A, Section 8-24(b)). A quorum must be established for the Board to VOTE on any action. A quorum in Board Committee Meetings shall consist of no less than 1/3 of the number of Committee members.

**Section 12. Proxy Voting.** In the absence of expressed statutory authority, proxy voting is not allowable for non-profit corporations in North Carolina. (Ref. G.S.55-A, Article 6, Section 24).

**Section 13. Electronic Mail Votes.** Votes may be taken by electronic mail at the recommendation of the Executive Committee or Board of Directors. Electronic Mail voting will be kept on file by LP Administrative Office. Recommended motions will be executed when a majority is met by the electronic mail vote.

**Section 14. Member Designees.** Mandated Board Members, unable to meet attendance requirements of the Board of Directors, are required to appoint a qualified designee. The member must make the request in writing. The written statement should be addressed to the Board Chairperson and include: a statement as to why the mandated member must appoint a designee; the name, title and contact information of the designee; a brief summary of the designee's qualifications to serve in the place of the mandated member. Designees shall have the full authority of the person they represent in all matters that come before the board. This policy only relates to "Mandated Board Positions", other members may send representatives to meetings, but they are not allowed to vote or be included for quorum purposes.

# Article IV

## COMMITTEES

**Section 1. Board Committees.** To provide leadership and guidance in specialized areas that can be dealt with more effectively by a smaller group than the full Board:

Duties and Responsibilities:

- The Chairperson or the Executive Committee of the Board appoints the Chair and members of each committee provided that the Chairperson of the standing Board Committees of (1)Programs, (2)Development & Public Information, (3)Nominating and (4)Audit/Finance shall be annually elected.
- Each committee is accountable to the full Board for meeting the established goals and objectives.
- Contribute to the efficient operation of the Partnership.
- Make recommendations to the Executive Committee/and or full Board and provide the information the Board needs to make a sound decision.
- Committees should not meet when there is no business to complete, or when the work of a committee is finished.
- Board Members are encouraged to volunteer to serve on committees.

**Chair of a Board Committee.** To supervise the work of the Board committee, delegate responsibilities to accomplish its goals and report back to the Board of Directors. Note: Each Committee is restricted to the election of one (1) individual as Chairperson.

- Attend all meetings of the committee.
- Call and preside over meetings of the committee.
- Work with the Partnership staff and Board Chairperson to set the agenda for committee meetings.
- Make sure committee members have the information and resources they need to do their jobs.
- Record decisions and recommendations made by the committee.
- Report the committee's activities and recommendations to the Executive Committee and/or Board of Directors.
- Delegate responsibilities to other committee members and encourage their full participation.
- Evaluate the work of the committee with other committee officers, the Board Chairperson and Executive Director.

**Section 2. Executive Committee.** An Executive Committee is created which shall consist of the Chairperson, Vice Chairperson, Secretary and Treasurer of the Board of Directors, chairpersons of board committees, excluding adhoc, two at-large members and the Past Chairperson. The Chairperson of the Board is the Chair of the Executive Committee. The Executive Committee is delegated the powers and the authority of the full Board between meetings of the Board and to deal with issues that require attention between regular meetings of the Board of Directors.

**Duties and responsibilities:**

- Keep the full Board informed about the Executive Committee's activities.
- Meet and take action between regular meetings of the Board of Directors.
- Develop policies, including organizational values and ethics, and set policies within boundaries established by the Board of Directors.
- Assign, coordinate and monitor work of other committees, review their recommendations and evaluate their performance.
- Evaluate Board performance, lead and oversee Board development and training.
- Review operational, programmatic and financial matters.
- Serve as principal support and sounding board for Executive Director.
- Guide the strategic planning process.
- Oversee financial planning, policies and status.
- Oversee programs and services.
- In conjunction with the Personnel Committee (if applicable), make recommendations to the full board on hiring or dismissal of the Executive Director.
- Approve or make recommendations to the full Board for authorization of non-budgetary expenditures.
- Approve or recommend approval to the full Board of the Partnership's operating budget, including any Amendments/Revisions to said budget.
- Conduct annual performance review of the Executive Director.

**Section 3. Nominating Committee.** A nominating committee shall be established which shall consist of the Vice-Chairperson and three Board members designated by the executive committee. The purpose of said committee shall be to assist the Board in researching candidates to serve as officers of the Corporation and as members of the Board of Directors. Members of the nominating committee shall serve until their function of assisting with said nominations have been completed.

**Section 4: Audit/Finance Committee.** An Audit/Finance Committee shall be established which shall consist of the Board Treasurer serving as Chairperson and three Board Members. The purpose of said committee shall be to provide oversight of: The financial management of the McDowell County Partnership for Children & Families; the Multi-County Contracting and Accounting (MAC) firm; the audit of the Partnership, and the annual review of the Conflict on Interest Policy and Disclosure Statements. The Committee will be responsible for creating an annual Board/Staff Conflict of Interest Sheet from their review.

Section 5: Programs Committee. A programs committee shall consist of four or more non-conflicted members with the chair serving as a member of the Executive Committee. The Programs Committee will create and review annual plan documents, review programmatic outcomes and data, and review RFPs/RFAs for recommendation to the Executive Committee/Board of Directors.



Section 6: Public Information/Development Committee. The Public Information & Development committee will consist of four or more members with the chair serving on the Executive Committee. The committee will be charged with fundraising and grant writing on behalf of the Partnership, will conduct or participate in community outreach events, and will provide oversight on media campaigns.

## **Article V**

### **OFFICERS**

**Section 1. Officers.** The officers of the corporation shall consist of Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, except the office of Chairperson and Secretary. Should any one office be jointly held by two persons, then either person is authorized to perform all responsibilities of the position, however both persons shall exercise care that their actions are not inconsistent.

**Section 2. Election and Term.** Officers shall be elected at the annual meeting of the Board of Directors by the Board of Directors. The nominating committee will assist the Board in researching for suitable candidates. It is not required that a candidate for officer ship be a current member of the Board of Directors. The slate of officers shall be presented to the entire Board for consideration and election at the annual meeting.

**Section 3. Vacancy.** Any vacancy occurring shall be filled by the Board of Directors at a regular meeting or at a special meeting duly called for such purpose. Said substitute officers shall serve the remaining term thereof.

**Section 4. Chairperson.** The Chairperson shall supervise Board Members as the principal elected officer of the Board. The performance of these duties not inconsistent with these By-Laws may be delegated from time to time to an Executive Director or to other employees. The Board Chairperson cannot have a conflict of interest related to Smart Start funds. Any individual is prohibited from serving as Chairperson if they (or their relatives) work directly with a Smart Start funded activity or have authority over a department, division, agency, or other entity that manages a Smart Start Funded activity.

#### **Duties and Responsibilities:**

- Preside over meetings of the Board of Directors and Executive Committee.
- Serve as ex-officio member of all committees.
- Work with the Executive Director to see that all orders and resolutions of the Board are carried out.
- Coordinate the work of Board Officers and Committees of the Board.
- Call special meetings as the need arises.
- Appoint all committee officers and members and Executive Committee members to serve as liaisons to Board Committees.
- Establish communication between Board members and the Executive Director.
- Facilitate the Board's decision-making process.
- Develop a positive working relationship with the Executive Director.
- Assist the Executive Director in preparing an agenda for the Board Meetings.
- Act as an official spokesperson for the Board.
- Work with the Executive Committee on new Board member orientation.
- Oversee the search for a new Executive Director when the need arises.

- Coordinate Executive Director’s annual performance evaluation.
- Establish and enforce guidelines for disciplining Board members.
- Work with the Nominating Committee to recruit new Board members and officers.
- Foster a sense of team spirit on the Board.
- Perform all other functions required by the office of the Chair.
- Guide the strategic planning process.
- The Chairperson has the authority to sign Partnership checks and other documents.
- The Chairperson shall be the primary signatory on the annual contract between the Partnership and the North Carolina Partnership for Children (NCPC). The Executive Director may be a secondary signatory.
- In the “unavoidable” absence of the Chairperson, the Vice-Chairperson may sign in his/her stead.
- Approve Partnership Budget Amendments and Revisions.
- Approve Direct Service Provider (DSP) Budget Amendments and Revisions.

**Section 5. Vice Chairperson.** The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of that office.

**Duties and Responsibilities:**

- Attend all Board and Executive Committee meetings.
- Know the organization and each officer’s duties.
- Be prepared to perform the Chairperson’s duties when called to do so.
- Serve on the Executive Committee.
- Work closely as a consultant and advisor to the Board Chairperson.
- Develop rapport and a close working relationship with the Executive Director and the Board Chairperson.
- Carry out special assignments from the Board Chairperson.
- Serve as the Executive Committee Liaison to the Personnel Committee (as needed).
- Provide signature on checks and other documents as an officer of the Partnership,
- In the substantiated unavoidable absence of the Chairperson, may provide signature when necessary on Partnership checks and other documents in his/her stead.

**Section 6. Secretary.** The Secretary shall maintain all Board records and ensure their accuracy and safety.

**Duties and Responsibilities:**

- Attend all Board and Executive Committee meetings.
- Assist in the maintenance of records of the Board and ensure their safety.
- Take minutes of all Board and Executive Committee Meetings, or supervise the taking thereof of the Partnership staff. Review, sign, and date all Partnership Board and Executive Committee Meeting Minutes that have been submitted by the Secretary.
- Keep a register of Board Members’ addresses and phone numbers or assign duty to Partnership staff.
- Assume the duties of the Chairperson in the absence of the Chairperson and Vice Chairperson.
- When necessary and with the assistance of Partnership staff, obtain information from records and minutes to help Board Members in the decision-making process.
- Provide a signature when necessary on Partnership checks and other documents.

**Section 7. Treasurer.** The Treasurer shall help to ensure the fiscal integrity of the Partnership by providing oversight of its financial activities and ensuring the accuracy of all financial records.

Duties and Responsibilities:

- Attend as a member all Board, Executive Committee, and Audit/Finance Committee meetings.
- Using the proper chain of command, work with staff to review and submit full and accurate financial data to the rest of the Board.
- Work to ensure that the Board's financial policies are being followed.
- Meet with staff regularly to review financial records and prepare a report for the Board.
- Give reports to the Board as to the financial health of the Partnership.
- Review the Partnership's annual audit and answer any questions other Board Members may have about it.
- Serve as chair of the Audit/Finance Committee.
- Assist the Executive Director in preparing the organization's annual budget and in meeting audit requirements.
- Provide signature when necessary on Partnership checks and other documents.

## **Article VI**

### **CONTRACTS, LOANS, CHECKS, DEPOSITS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments on behalf of the Corporation, and such authority may be general or confined to specific instance.

**Section 2. Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 3. Checks and Drafts.** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories, as the Board of Directors shall direct.

## **Article VII**

### **GENERAL PROVISIONS**

**Section 1. Seal.** The corporate seal of the Corporation shall consist of such seal as is impressed on the margin hereof.

**Section 2. Waiver of Notice.** Whenever any notice is required to be given to any Director under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Charter or By-Laws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated herein, shall be equivalent to the giving of such notice.

**Section 3. Fiscal Year.** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from July 1 – June 30.

**Section 4. Amendments.** These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors, *in compliance with GS65-A which requires a 7- Day notice to the Board of Directors.*

## **Article VIII**

### **ELECTION AS A SECTION 501 (C)(3) CORPORATION**

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three of the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.