



A California Non-Profit, Public Benefit Corporation

Corporation Bylaws

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ARTICLE I

Offices

Section 1.

The principal office of the Corporation shall be located in either Napa or Solano County, California as determined by the Board of Directors. The Board of Directors may change the location of the principal office from one location to another within either County by official act without changing these bylaws.

Section 2.

The Corporation may also have offices at such other locations within either of the two Counties as deemed appropriate by the Board of Directors.

ARTICLE II

Purpose

Section 1.

The purpose of the Corporation shall be to plan, establish, coordinate and carry out programs that promote the development of children and their families.

ARTICLE III Membership

Section 1. Number of Directors

The membership of the Corporation shall consist of the Board of Directors. The Board of Directors shall consist of no less than nine and no more than fifteen members, with equal representation from each of the two Counties and one member at large who may be from either County. Each member shall reside or work in either Napa or Solano County and shall have demonstrated a knowledge of and interest in the community and its low-income population. The at-large member may reside or work in either County and will be selected in accord with the provisions of Section 2.

Section 2. Selection of Directors

In May of each year, following the initial two years of service of Board members that began in September 2000, the Nomination and Membership Committee shall propose a list of potential Board members to fill seats of members vacating the Board. The criteria for selecting new members shall be approved by the Board of Directors prior to the development of the list of potential members. The criteria may consist of programmatic interests such as health or other content areas of the Agency's programs, or it may relate to professional interests such as accounting/auditing, which will assist the Board in carrying out its functions.

The criteria for selecting the at-large member will assure that there is client/customer representation on the Board (e.g. former Policy Council **officer**/member).

Section 3. Term of Office

Each charter member of the Board of Directors shall serve an initial term of at least three years.

All subsequent terms shall be for two years.

At least four months prior to the completion of terms of the charter members, the Nomination and Membership Committee shall develop and propose a plan for staggering the terms of charter members so that one/half of the members will serve an additional year and one/half will be replaced. The staggered terms shall be evenly distributed between members from Napa and Solano Counties.

Board members who assume their responsibilities at a date other than the Annual Meeting shall serve until the date of the second Annual Meeting following their appointment or election. In any event, members of the Board may continue to serve until their successors are elected or appointed.

The term of office of the member-at-large may be determined based on the nature of the member selected and may vary from that of members chosen to represent interests in each of the two Counties served by the Agency.

Charter members are those members elected to the Board upon incorporation. Charter members may retain the title of Charter member for the purposes of advocacy and information sharing, however they do not retain voting privileges, nor are they expected to attend regular Board meetings.

Section 4. Vacancies

In the event a vacancy is created by either a member voluntarily resigning from the Board or due to the termination of a member, the Nomination and Membership Committee shall propose a list of candidates to the Board for its consideration.

Members of the Board of Directors may continue to serve until their successor is elected or appointed.

Section 5. Termination of Membership

Only a Board member or the Executive Director may present a case to the full Board for removal of a Board member

- (a) Grounds for Termination include but are not limited to the following
- Engaging in conduct that materially and seriously affects the interest of the Corporation.
 - Failing to attend meetings.
 - Failing to carry out the prescribed functions of the Board of Directors.
 - Violating the Standards of Conduct

- (b) Procedures for Termination of Membership
- Reasons for removal must be presented to the Board in writing
 - A majority of Board members must vote for removal
 - A notice of the Board's decision to remove a member, stating the grounds for removal, including an invitation to defend himself/herself at the subsequent Board meeting, dates, times and places that may be applicable, shall be sent by registered mail at least 15 days before the proposed effective date, to the address of the member as shown on the Corporation's records.
 - This notice must be received by the member at least two weeks prior to the next Board meeting.
 - Within 10 days of the proposed effective date of removal, the affected member may request withdrawal of the termination and a hearing at which he/she may present reasons why the termination should not take place. The request must be forwarded to the Secretary of the Board.
 - The hearing, if granted by the Board of Directors, shall be conducted not less than five days before the effective date of the proposed removal.
 - Following the hearing, the Board of Directors shall, by a majority vote, decide whether the member should be removed, suspended or sanctioned or whether the member shall be allowed to return to full Board membership. The member shall be notified, in writing, of the final decision of the Board within two days of the decision.
 - These time frames may be altered or extended without amending these bylaws if the Board of Directors determines it is justifiable to do so.

Section 6. Relinquishment of Membership

Any member may withdraw from the Board of Directors by providing written notice to the Secretary of the Board of Directors of plans to do so and the effective date.

Section 7. Powers and Duties

Subject to the provisions of the California Nonprofit Public Corporation Law and any limitations in the Articles of Incorporation relating to action required or permitted to be taken by the Board, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or through the Board by a majority vote.

The role of the individual board member is to participate as part of the agency to accomplish the mission of the organization by representing a particular community or content perspective to the organization. The board member is also expected to represent the organization in the community; communicating organizational goals and success.

All powers of the Board are joint and collective powers, which exist only when the Board is acting together as one body. Individual board members have no power except that granted by the full Board through the bylaws, Board policy, or by resolution of the full Board.

The powers and duties of the Board include the following.

A. STEWARDSHIP

1. Appointing, supervising, and evaluating an Executive Director who shall be responsible for the administration of the corporation and its programs.
2. Determining corporate policy relating to major personnel, organizational, fiscal and program policies.
3. Determining all program priorities and approving all program plans and purposes
4. Perform any and all duties imposed on them collectively and/or individually by law, by the Articles of Incorporation of this Corporation, or by these bylaws, including but not limited to the following.
 - a. Employ, discharge, prescribe the duties and fix compensation of all officers, agents and employees of the Corporation (except as otherwise provided in these bylaws.)
 - b. Act as a liaison between the Corporation and the Communities served
Oversee the use and safeguard the assets of the Corporation.
 - c. Approving all budgets involving public or private funds

5. Borrowing money and/or incurring indebtedness in furtherance of the purposes of the corporation and causing to be executed and delivered in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's, or other evidence of debt and securities thereof
6. Enforcing compliance with all conditions of grants awarded the Agency
7. Providing for an annual independent audit(s) by a Certified Public Accountant of the funds of the corporation
8. Making rules and regulations not inconsistent with the law or the Articles of Incorporation for the guidance of the Executive Committee and the officers and the management of the affairs of the corporation
9. Establishing committees by and through its chairperson; delegating to them such business and affairs of the corporation as may be deemed helpful and appropriate; and making rules and regulations for the manner in which all committees conduct their affairs
10. Prescribing additional duties of the offices hereinafter set forth by the By-laws
11. Changing the location of the principal office for transaction of the business of the corporation from one location to another
12. Causing to be kept open to inspection of any persons entitled thereto, and making proper demand therefore, a Book of Minutes of all meetings of the Board and the corporation, and adequate and correct books of account of all properties and business transactions of the corporation, all in the form consistent with accepted procedures required by law
13. Approve all requests for funds and those contracts, leases, and other binding documents that commit the Agency's resources and fall within the monetary limits set by the Board.
14. Participate in new board member orientation
15. Attend board meetings, planning meetings, and assigned committee meetings as required to conduct the business of the Corporation.
16. Comply with applicable laws, regulations, bylaws, policies, and the code of ethics
17. Accept the legal duties of loyalty and care while serving as a board member
18. Prepare well for all meetings

19. Be an advocate to the community and constituents for programs and board decisions
20. Play a consultative role by sharing expertise with management when requested
21. Seek opportunities to expand knowledge about the organization
22. Regularly self-evaluate personal performance on the board and determine needs for improvement
23. Resign from the board when no longer able to support the mission or devote the necessary time to be an effective board member

B. PLANNING

Ensure that effective organizational planning occurs through:

1. Believing in and actively support the mission of the organization
2. Sharing wisdom and insights to help the board make appropriate decisions and policies
3. Bringing knowledge of the community and constituents to the Board's deliberations
4. Participating in the annual Board Retreat and Board Assessment

C. RESOURCE DEVELOPMENT

Ensure that resources are available to implement goals and objectives by:

1. Making an annual unrestricted gift to the Cash Reserves according to personal means
2. Assisting the organization by implementing fundraising strategies through personal influence with others
3. Participating actively in all organization fund raising, special events, programs, and activities

Section 8. Standards of Conduct

(a) Nepotism

The Corporation may not employ directors and members of their immediate families in any capacity at any time.

Immediate family, as used in these bylaws, includes husband, wife, and mother, father, brother, sister, son, daughter, grandfather, grandmother, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, and domestic partners.

(b) Conflicts of Interest

Directors may not benefit from their participation on the Board and are prohibited from accepting personal gratuities, favors or anything of significant monetary value from contractors or potential contractors or vendors.

Directors and members of their immediate families shall have no substantial interest in any action by the Corporation to obligate or expend funds for the purchase, rental or lease of goods, space or services for or on behalf of the Corporation.

Substantial financial interest includes

- 1) Any direct or indirect financial interest in a specific sale or rental transaction, including a commission or fee, a share of the proceeds, the prospect of promotion, a profit, or any other form of financial reward.
- 2) Any of the following interests in a business which is a supplier of goods, space, or services to the corporation: ownership, partnership interest or other beneficial interest of 5 percent or more, ownership of 5 percent or more of the stock, and/or employment as an executive officer.

(c) Confidentiality

Directors must adhere to agency policies concerning confidentiality about children, families, staff and other Directors.

(d) Penalties

The failure to adhere to these Standards may result in sanctions, suspension or termination from the Board of Directors.

Section 9. Indemnification of Directors

The Corporation according to the terms outlined in the Directors and Officers Liability Insurance coverage indemnifies directors. Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

ARTICLE IV Meetings

Section 1. Frequency of Meetings

- (a) Regular Meetings—shall be held at least ten times per year in accordance with the standing meeting schedule adopted from time to time by resolution of the Board. Time and location of the meetings shall be specified in the formal notice of each meeting. Regular meetings may be cancelled or changed by action of the Board at a meeting prior to the scheduled meeting being cancelled or by the Chair, if a poll of the Board members indicates that a quorum will not be present. All regular meetings of the Board shall be held upon at least seven days notice which shall specify the date, time and place of the meeting.
- (b) Special Meetings—may be called by the Chair at any time upon three days notice. One-third of the currently seated members with the full intent and purpose of such meeting announced by those calling the meeting may also call such meetings.
- (c) The Annual Meeting shall take place in **September** and shall be, in addition to the regular business, for the purpose of electing Officers for the following year, adopting a planning process for the following year and providing a report on the status of the Corporation to the members and to the community.

Section 2. Quorum

- (a) Fifty percent of the currently seated membership of the Board shall constitute a quorum for the transaction of business.
- (b) Voting at all regular and special meetings, unless otherwise specified in these bylaws or required by Board action, shall be by ayes, nays and abstentions. Voting for the election of officers shall be by secret ballot. There shall be no voting by proxy. Directors must declare their interest in any issue or item before the body, in accord with Article III of these bylaws and withdraw from discussion and abstain from voting on such item or issue.

The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum. Any action taken must be approved by a majority of those remaining.

In the absence of a quorum, members in attendance may discuss action items and call for a vote. Final approval or denial of action will not occur until absent members are contacted by phone or e-mail for their vote. Adequate information

must be provided to polled members prior to seeking a polled vote. If a telephone vote is not possible, action items cannot be approved and will be held until the next meeting of the board. Items approved by phone or e-mail must be presented at the next scheduled board meeting and recorded in the minutes.

(c) Minutes shall be recorded at all meetings.

ARTICLE V
Officers

Section 1. Titles

All officers shall be members of the Board of Directors. The Board of Directors shall have the following Officers.

1. Chair
2. Vice Chair
3. Secretary
4. Treasurer

Section 2. Terms of Officers

Officers shall serve for one year from the Annual Meeting at which they are elected, or until a successor is chosen by the Board of Directors.

Section 3. Election of Officers

The Nomination and Membership Committee shall present a slate of officers at the **September** meeting of the Board of Directors. Additional nominations will be accepted from the floor at that meeting, following which nominations will be closed. The election of officers will be held at the Annual Meeting of the Board with those elected assuming office at the next regular meeting.

Section 4. Resignation and/or Removal

Any officer elected or appointed by the Board may be removed from office with good cause by vote of a 2/3 majority of currently seated members. The vote shall be taken by secret ballot at a meeting, which has been duly called in accord with these bylaws.

An officer of the Board may resign from office at any time by advising the Board at a regular meeting, or in writing, in correspondence mailed to the Board at its principal office. Such resignation shall not alter the member's status as a director.

Section 5. Vacancies

Should a vacancy occur in any office, the Board shall fill that position at its next regular meeting, following announcement of the vacancy. Nominations to fill vacant Officers positions may be made by the Nomination and Membership Committee or may be made from the floor. Such an election shall be for the unexpired term of said office.

Section 6. Duties of Officers

The Chair shall

- Preside at all regular and special meetings of the Board and of the Executive Committee
- Appoint members of all committees except the Nomination and Membership Committee
- Serve as an ex-officio member of all committees and review and approve the agenda for all meetings of the Board of Directors.
- Execute or delegate the execution of agency documents
- Represent Child Start Inc. to the community, and
- Exercise such other powers and perform such other duties as may be prescribed by the Board or these bylaws

The Vice Chair shall

- Exercise the authority of the Chair in the Chair's absence, or as designated by the Chair
- Perform other duties as prescribed by the Board of Directors.

The Secretary shall

- Keep, or cause to be kept, minutes of all regular and/or special meetings of the Board
- Assure that an official set of records is maintained at the agency Corporate Office.
- Initiate and respond to correspondence as directed by the Board
- Give, or cause to be given, notice of all regular and special meetings of the Board
- Keep, or cause to be kept, an official roster of Board members, their term of office contact information
- Keep, or cause to be kept, a Book of Minutes of all meetings of the Board and the Corporation
- Be authorized as one of the signatories on agency checks.

The Treasurer shall

- Serve as the Chair of the finance committee of the Board
- Report, or cause to be reported to the Board of Directors, full and accurate accounts of disbursements and the current fiscal condition of the agency.
- Be an authorized signatory on agency checks
- Perform other duties as prescribed by the Board.

ARTICLE VI Committees

Section 1. Standing Committees

Standing committees shall have such powers as set forth in these bylaws and/or as designated by the Board of Directors. In addition to the Committees designated in these bylaws, the Board of Directors may establish additional Standing Committees and the duties and functions of such Committees at its discretion. The standing committees of the Board shall include the

- Executive Committee
- Planning and Finance Committee
- Nomination and Membership Committee
- Personnel Committee

The Chair of the Board shall determine the size of each committee.

Each Committee shall fairly reflect the composition of the full Board. Persons who are not members of the Board shall be eligible to serve on all committees except the Executive Committee. In choosing non-Board members to serve on committees, the Board shall attempt to recruit committee members who bring expertise in the particular areas designated as responsibilities of the committee for which membership is sought.

Section 2. Duties of Committees

The Executive Committee shall

- Consist of the elected officers of the Board and other such members of the Board as determined by the Chair.
- Be empowered to act on behalf of the full Board between regular meetings in the event a decision needs to be made before a regular Board meeting or in the absence of a quorum at a duly called regular or special meeting.
- Convene when a meeting is called by the Chair or is called by any three members of the committee upon two day's notice.

The Planning and Finance Committee shall

- Be appointed by the Chair of the Board and be chaired by the Treasurer
- Be a minority on the audit committee.
- Be responsible for the overall direction and control of Child Start, Inc. finances
- Review and approve allocation of funds, assist in the preparation and propose the adoption of agency budgets
- Review monthly financial reports and recommend adoption by the full Board
- Report and make recommendations to the Board on fiscal matters
- Participate in the selection of the agency auditor
- Monitor the progress of any corrective actions as proposed by the auditor or by Federal reviewers.
- Participate in developing the program direction for the Agency and participate in the Agency's annual planning process
- Make recommendations to the Board on agency goals and objectives
- Propose new programs or changes to existing programs for adoption by the Board
- Receive program progress reports and recommend major changes in program direction
- Assure implementation of any programmatic corrective action required as a result of an Agency Self- Assessment or of a Federal review.

The Personnel Committee shall

- Be appointed by the Chair
- Review and make recommendations to the Board regarding Personnel Policies and Procedures
- Insure that Child Start, Inc. is in compliance with all legislation regulating employment matters.
- Participate in interviews for key management positions in the Agency.
- Propose a plan for the annual evaluation of the Executive Director
- Serve as the grievance committee when hearing appeals as described in Agency Personnel Policies
- Propose changes in agency structure to the Board to address needed changes as required
- Assure the adoption of a revised pay plan based on updated wage comparability data.

The Nomination and Membership Committee shall

- Be elected by the full Board
- Have overall responsibility for maintaining full Board membership by (1) recruiting potential Board members on a continuing basis; and (2) leading periodic reviews of the organizations and interests authorized to appoint members to the Board
- Annually propose a slate of officers for election at prior to the Annual meeting
- Insure that membership is appropriately reflective of the community served by the Corporation.

**ARTICLE VII
Amendments**

Amendments to these bylaws may be proposed and presented at a regular meeting of the Board and voted on at the next regular meeting of the Board. These bylaws and any and all appendices attached hereto may be amended only at a meeting of the Board with a quorum present. A two-thirds majority vote of the directors present is required to approve a proposed amendment.

**ARTICLE VIII
Separability**

If any section, subsection, paragraph, or phrase of these bylaws is for any reason, held to be illegal or unconstitutional, such decision shall not affect the validity of the remaining portion of these bylaws.

**ARTICLE IX
Compensation**

Compensation for service as a Board member is not allowed. Service of each member, including Committee members who are not members of the Board of Directors shall be voluntary. Members of the Board and its committees may be reimbursed for expenses incurred in carrying out their duties. Reimbursement for travel and related costs will be in accord with the provisions of Agency Personnel Policies.

CERTIFICATION

As the Secretary of the Board of Directors at the time of adoption of these bylaws, I certify that they constitute the Corporation's Restated Bylaws as adopted at a meeting of the Board of Directors held on_____.

Secretary

Date