

BYLAWS
of
ASHE COUNTY PARTNERSHIP FOR CHILDREN

ARTICLE I - Name and Seal

Section 1. Name. The name of the Corporation is Ashe County Partnership for Children.

Section 2. Seal. The seal of the Corporation will be circular in form and shall bear the legend "Corporate Seal of the Ashe County Partnership for Children" and the words "North Carolina" or "NC" to indicate that the Corporation was incorporated in North Carolina.

ARTICLE II - Purposes of the Corporation

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the "Code"), including the development of innovative approaches and strategies for aiding parents and families in the education and development of children in Ashe County, North Carolina.

ARTICLE III - Members

The Corporation shall have no members.

ARTICLE IV - Offices and Registered Agent

Section 1. Offices. The Corporation continuously shall maintain in North Carolina a registered office at such place as may be designated by the Board of Directors. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s) within or without North Carolina, as may be designated by the Board of Directors.

Section 2. Registered Agent. The Corporation continuously shall maintain within North Carolina a registered agent.

Section 3. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the North Carolina Non Profit Corporation Act.

ARTICLE V - Board of Directors

Section 1. General Powers and Duties. The property, business, and affairs of the Corporation shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the North Carolina Non-Profit Corporation Act that are necessary or convenient to carry out the purposes of the Corporation and which support and foster the purposes of the Corporation as established in these Bylaws.

Section 2. Composition. The Board of Directors shall consist of at least *twenty-one members*, but no more than thirty-one members, including representatives of public and private nonprofit health and human services agencies, child care providers, the business community, foundations, county and municipal governments, local education units, and families. The Board of Directors shall include:

Required Members – Agency Head:

- 1) The Ashe County Manager
- 2) The Director of the Ashe County Department of Social Services
- 3) The Executive Director or other officer of a local organization responsible for community mental health, ex officio, or her or his designee.
- 4) The Director of the Ashe County Health Department
- 5) The Superintendent of the Ashe County Schools
- 6) The President of Wilkes Community College or the Ashe Campus Director
- 7) The Director of the Ashe County Cooperative Extension Service
- 8) The Manager of the Ashe Public Library
- 9) One County Commissioner

Required Members – Representative:

- 10) A representative from a Child Care Resource and Referral Agency or a representative of another non-profit child care related organization.
- 11-12) Two Business Leaders (2)
- 13) A Representative of the Ashe County Head Start
- 14) A Representative of a municipal government in Ashe County
- 15-16) Two parents receiving Smart Start services (2)
- 17) A child care provider from a center-based child care facility
- 18) A child care provider from a family child care home facility
- 19) A representative from the religious community
- 20) The Chairperson of the Ashe County Interagency Coordinating Council or the parent of a child with a disability (1);
- 21) A Representative of a local foundation

Additional Members:

- 22) Chairperson of the Family Central Enterprise Corporation
- 23 -31) Representatives of the Community at large

Section 3. Election. The current Board of Directors shall elect new Members of the Board of Directors from names presented by the Executive Committee and nominations made from the floor, unless otherwise stated in these Bylaws. These elections may occur at the Annual Meeting or at any meeting throughout the year.

Section 4. Proxies. There shall be no proxies.

Section 5. Term of Office. The Board of Directors shall be composed of nine Required Agency Head Directors who are mandated and named in Article V Section 2 items (1) through (9) and who shall serve as long as they hold the stated position. Each Required Agency Head Director may designate, in writing, an assistant or other person in that agency who is responsible for children and families to serve as his/her representative. The written statement should be addressed to the board chair and include: a statement as to why the mandated member must appoint a designee; the name, title, and contact information of the designee; and, a brief summary of the designee's qualifications to serve in the place of the mandated board member. Designees shall have the full authority of the person they represent in all matters that come before the board and shall count in determining a quorum. The appointment of a representative shall continue in effect until terminated or changed by the official delivering another writing to the Chair. Agency heads are encouraged to attend as many meetings as possible. A designated representative may serve as an officer of the board or corporation.

The remaining Directors are designated in three classes, each class consisting of as nearly equal numbers as possible. Of Class I – III, only 1/3 of the Board will be elected each year.

Section 6. Compensation. Members of the Board shall receive reasonable travel and subsistence expenses. No further compensation shall be allowed to members of the Board except pursuant to a contract as provided in Article XIII, Section 1 of these Bylaws.

Section 7. Resignation. A Director may resign at any time by giving notice thereof in writing to the Chair. In the event of a resignation, a new Director shall be selected in the same manner in which the resigned Director was selected. The new Director shall complete the term of the resigned director.

Section 8. Attendance. Board members are expected to attend all board meetings and meetings of the respective committees to which they have been appointed. Three consecutive unexcused absences constitute grounds for removal from the board.

Section 9. Removal. A Board member will be removed from the Board when:

- a) His/Her resignation becomes effective.
- b) He/She no longer holds an Agency head position as provided for in Article V Section 2.
- c) He/She fails to meet attendance requirements and has not notified the Chair or Executive Director of his pending absence at the third consecutive meeting.
- d) The Board, by 2/3 vote, may at a regular or special meeting, remove any Director for misconduct or malfeasance in office. Any Director so proposed for removal shall be given 5 working days advance written notice including the reason for the proposed removal, and a final written notice of the Board's decision.

Section 10. Committees.

- a) Executive. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, Immediate Past Chair, Chairperson of Family Central Enterprise Corporation, and up to four at-large members from the board appointed by the Chair and approved by the Board. The Executive Committee shall have and may exercise all the authority of the Board in matters pertaining to the basic management of the Corporation between meetings of the Board except as limited by Chapter 55A of the North Carolina General Statutes. In addition, the Executive Committee serves as the Personnel Committee.
- b) Oversight. The Oversight Committee shall consist of the Chair and six other board members, none of whom are receiving or anticipate receiving Smart Start funding during their tenure on this committee. This committee reviews and recommends to the board, activities and programs as well as budgets and budget amendments.
- c) Finance/Audit. The Finance/Audit Committee shall consist of a Chair and other board members as appointed and approved by the Board. This committee is responsible for monitoring the finance, accounting, and contracting function of the Corporation, reporting to the Board on the financial status of the Corporation, and making recommendations to the Board on any policies or policy changes relating to the finance, accounting, and contracting function.
- d) Other Board Committees. The Chair of the Board may establish any committees deemed necessary to carry out the work of the Corporation. The Chair shall appoint Board members to these committees, *and may with the approval of the Board supplement the committees with members of the community*, and the Chair shall designate Chairs for each committee. Committees serve in an advisory capacity to the Board.

ARTICLE VI - Officers of the Corporation

Section 1. Officers. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary, Treasurer, Executive Director, and any other officers that the Board of Directors may designate, e.g. Assistant Secretary. Individuals who serve in these capacities, except the Assistant Secretary and Executive Director, shall be Board Members and shall be elected by the Board of Directors. Any two or more offices may be held by the same persons except the offices of the Chair and Secretary; however, no officers shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or by the Bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Term of Office. Terms of office for Chair, Vice-Chair, Secretary and Treasurer shall commence on the first day following their installation and shall end at the next appropriate Annual Meeting.

- a) Chair. The term of office shall be two years or until a successor is elected.
- b) Vice-Chair. The term of office shall be two years or until a successor is elected.
- c) Secretary and Treasurer. The term of office shall be one year or until a successor is elected.
- d) Executive Director. The Executive Director shall serve under such terms of engagement as determined by the Board.
- e) The Assistant Secretary, normally an employee, may serve as long as the Corporation employs the person.

Section 3. Resignation/Removal. Officers may resign or be removed in the same manner as Directors. Reference Article V, Sections 7 and 9.

Section 4. Compensation. Elected officers do not receive compensation for their services except as stated in these Bylaws. Reasonable travel and subsistence expenses may be reimbursed for Corporation related activities.

Section 5. Duties. The officers shall perform those duties that are usual to their position, duties set forth in these Bylaws, and those duties that are assigned to them by the Board of Directors.

- a) Chair. The Chair, elected by the Board, shall have and exercise general oversight of the affairs of the Corporation; preside at all Board and Executive Committee meetings; appoint the chairs of all committees except those otherwise determined by these bylaws; and serve as an ex officio member of all committees. The Chair shall serve in a consultative capacity for the Executive Director during the time the Board is not in session.

- b) Vice-Chair. The Vice-Chair shall perform all duties of the Chair in the event of absence, disability, resignation or removal of the Chair. It is anticipated that the Vice-Chair shall succeed as Chair.
- c) Executive Director. The Executive Director shall be responsible for implementing the policies and procedures set by the Board and shall give a report of activities to the Board at each meeting. When the Board is not in session, the Executive Director shall keep the Chair regularly informed and shall consult with the Chair regarding major decisions. The Executive Director shall have and exercise general charge and supervision of the affairs of the Corporation (including authority to hire and dismiss employees and to set the compensation of employees, other than officers, within Board approved ranges) and shall perform such other duties and have such powers as the Board of Directors may assign. The Executive Director shall, unless excused by the Chair, attend all Board of Directors and Executive Committee meetings, but shall have no voting rights.
- d) Secretary. The Board shall elect from among its members a Secretary who shall, with the assistance of the Corporation staff, be responsible for keeping an accurate record of all proceedings and actions of the Board. The Secretary shall have custody of the corporate seal and shall maintain a current record of all persons who are Directors of the Corporation, showing their respective places of residence, and such record shall be open for inspection as prescribed by law. Subject to the control of the Board of Directors, the Secretary shall in general perform all the duties incident to the office of Secretary, and shall perform such other duties as the Board or the Chair may assign. The Secretary shall preside at Board meetings in the absence of the Chair and Vice-Chair.
- e) Treasurer. The Board shall elect from among its members and representatives a Treasurer who shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as the Board of Directors may impose. The Treasurer shall be required to give bond for the faithful performances of his duties in such sum and with such sureties as the Board may require. When necessary or proper, the Treasurer, on behalf of the Corporation, may endorse for collection checks, notes, and other obligations, and shall deposit the proceeds to the credit of the Corporation at such bank or banks as the Board may designate by resolution as depository. The Treasurer shall sign all receipts and vouchers or delegate these duties to designated staff and together with such other officer or officers, if any, as shall be designated by the Board, sign all checks of the Corporation and all bills of exchange issued by the Corporation, except in cases where the signing and execution thereof shall be expressly assigned by the Board or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer shall work with other designated

staff to maintain full and accurate books of account reflecting the transactions, assets, and obligations of the Corporation and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. In general, the Treasurer shall perform all the duties incident to the office of Treasurer, subject to the control of the Board.

- f) Assistant Secretary. The Board may elect one or more Assistant Secretaries not from among its members and representatives who may assist the Secretary and the Treasurer in the performance of their duties and shall have all legal authority to perform those duties. The Assistant Secretary(ies) shall have no voting privileges.

ARTICLE VII - Meetings

Section 1. Annual Meeting. The annual meeting of the Corporation shall be held each year in November or at such other time as the Board may fix, for the purpose of electing directors and officers and for the transaction of other business. The annual meeting may coincide with a regular meeting.

Section 2. Regular Meetings. The Board of Directors shall meet at such regular times and dates as designated by the Chair of the Board, through a written call of the majority of Board members, or upon resolution of the Board. A schedule of regular meetings shall be adopted by the Board of Directors and maintained by the Executive Director and shall be available for inspection by the public.

- a) Notice. Written notice of the time, date, and place of Board meetings shall be given by the Chair of the Board or the Executive Director of the Corporation to each member of the Board at least five (5) days in advance of the meeting.
- b) Place. The meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place as the Chair of the Board of Directors may designate.

Section 3. Special meetings. The times, dates, and places of special meetings of the Board may be set at the call of the Chair, upon written call by the majority of Board members, or upon resolution of the Board. Notice shall be given by the usual means of communication at least three (3) days prior to a special meeting, unless waived in writing by all members.

Section 4. Waiver of Notice. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Attendance. Members of the Board shall be required to notify the Chair of the Board or Executive Director of the Corporation of their inability to attend a lawfully scheduled meeting prior to the beginning of said meeting. Any one or more or all of the Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation in a meeting by means of a conference telephone or similar communications device shall be deemed present in person at such meeting.

Section 6. Consent in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a quorum of the Board of Directors consent thereto.

Section 7. Quorum. One-third of the members of the Board shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting and before each vote is taken.

Section 8. Parliamentary Rules. The Board of Directors may establish rules that are consistent with the Articles of Incorporation, these Bylaws, and applicable law, for the policies, procedures, and programs of the Corporation. In the absence thereof, Robert's Rules of Order, as revised, shall apply to all deliberations.

Section 9. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office or all of the members of the committee of Directors and all of the Directors in office or all of the members of the Committee of Directors consent to such action in a writing setting forth the action taken. Such consent in writing shall be filed with the minutes of the proceedings of the Board or the committee and have the same force and effect as a vote of the Board of Directors or of the committee at a meeting, whether done before or after the action is taken.

Section 11. Compliance with State requirements. So long as the Corporation receives funding from the State of North Carolina, it shall conduct its operations, including its meetings, in a manner comparable to Article 33C of Chapter 143 of the North Carolina General Statutes (the Open Meetings Law), and Chapter 132 of the North Carolina General Statutes (the Public Records Law).

Section 12. Conflict of Interest. Any member of the Board of Directors having a conflict of interest shall abstain from participating in the discussion of the motion and from voting on the motion. It is the responsibility of the chair, committee chair, or other

persons in charge of a meeting to identify actual or perceived conflicts of interest and request any member that may have an actual or perceived conflict to abstain from discussion and voting. The chair, committee chair or other persons in charge of a meeting shall ensure that adequate time has been provided for the proper discussion of facts and information prior to a motion being placed into consideration. The chair or any person who is perceived to have a conflict may seek the consensus or opinion of the group as to whether an actual conflict exists.

ARTICLE VIII - **Contracts, Checks, Deposits, and Funds**

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 instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence 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. Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation such as banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer, officers, agent, or agents of the Corporation to whom the Board may delegate such power.

Section 5. Acceptance of Gifts. The Board, or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

Section 6. Audits. On request of a majority of the Board, the accounts of the Corporation shall be audited by a reputable certified public accountant, whose report shall be submitted to each member of the Board. This requirement is met by having an audit conducted by the State Auditor, as specified in Article X, Section 3.

Section 7. Bond. At the direction of the Board, any officer or employee of the Corporation shall be bonded. The Corporation shall pay the expense of procuring any such bond.

ARTICLE IX - Indemnification

Any person who at any time serves or has served as a member of the Board of Directors or officer of this Corporation, or in such capacity (as officer or director) at the request of the Corporation for any other corporation, whether for profit or nonprofit, shall have the right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, lien, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

ARTICLE X - Relations with Public Bodies

Section 1. Grants and Appropriations. The Corporation contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public bodies of North Carolina. Expenditures by the Corporation of such grants or appropriations shall be made only for public purposes and only for the charitable purposes of the Corporation and according to law.

Section 2. Reports to Public Bodies. Within thirty (30) days after an audit shall have been delivered to each member of the Board, the Chair shall transmit a copy of that audit to any public body of the State of North Carolina from which any grant or appropriation has been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the Corporation during that fiscal year and stating the Corporation's compliance, to the best of the knowledge of the Chair, with the provisions of this Article X.

Section 3. Audit by State Auditor. So long as the Corporation receives funding from the State of North Carolina, the Corporation shall be subject to the audit and review by the State Auditor pursuant to Article 5A of Chapter 147 of the North Carolina General Statutes or on request of the majority of the board.

ARTICLE XI - Fiscal Year

Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the first day of each July and end on the last day of June next ensuing.

ARTICLE XII - Prohibition Against Sharing in Corporate Earnings

No director, officer, employee or member of a committee of the Corporation, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the Corporation, but this shall not prevent the payment to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the Corporation in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation. All directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board, after satisfaction of the Corporation's liabilities, shall be transferred, conveyed, delivered, and assigned as provided in the Articles of Incorporation.

ARTICLE XIII - General Provisions

Section 1. Limit of Use of Property and Funds to Purposes of the Corporation. No funds or property of the Corporation shall be devoted to or expended for any purpose or objective not stated in the Corporation's Articles of Incorporation, but all the Corporation's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the Corporation be used for personal benefit, by way of compensation, directly or indirectly, of these directors, with the exception of the Executive Director, who may be paid a salary set by the directors for services actually rendered.

Section 2. Waiver or Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or any applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Amendments. These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, at any meeting of the Board of Directors, by a vote of a majority of the Directors in office, if at least ten (10) days written notice is given of the intention to take such action.

Changes (Began adding to this section July 25, 2005)

Article V. Section 10. Committees. Language was changed from two at-large to “up to four” at-large. Last sentence was added to this paragraph. Approved by Board July 25, 2005.

Article V. Section 2. Composition. “Chairperson of the Family Central Enterprise Corporation” was added to the list of Required Other members. Approved by Board December 17, 2007.

Article V. Section 10. Committees. “Chairperson of the Family Central Enterprise Corporation” was added to the Executive Committee composition. Approved by Board December 17, 2007.

Article V. Section 2. Composition. Headings were changed to say “Required Members” instead of “Ex Officio” and “Other”. Language regarding CCR&R position was modified to match NCPC-approved language. Family Central Chairperson moved from Required Members to Additional since NCPC does not mandate this position. Approved by Board September 21, 2009.

Article V. Section 3. Elections. Wording changed from “and in January of each year” to “or at any meeting throughout the year” to allow for membership elections year-round. Approved by Board September 21, 2009.

Article V. Section 5. Term of Office. “Ex Officio” language modified to “Agency Head”. Approved by Board September 21, 2009.

Article V. Section 10. Committees. Finance/Audit Committee added as a standing committee. Removed “Audit/Finance Committee” language from Executive Committee. Removed “Contracts” from Oversight Committee name. Removed language regarding budget revisions from Oversight Committee. Approved by Board September 21, 2009.

Article 7. Section 1. Annual Meeting. Annual Meeting changed from August to November. Approved by Board September 21, 2009.