

BYLAWS OF CENTRAL TEXAS 4C, INC.

ARTICLE I

NAME

The name of the organization shall be Central Texas 4C, Inc. (4C)

ARTICLE II

PURPOSE

The purpose for which the Corporation is organized is the support of charitable, benevolent, and educational undertakings. Subject always to the provisions that the assets and property of the Corporation shall be used exclusively for charitable, benevolent, and educational purposes, the objectives, activities, and business of the Corporation shall include the following:

(a) To support, encourage, advance, foster, and promote the expansion of child care and child development resources and facilities in the Bell County, Texas area and to cooperate with, aid, and assist agencies of the United States, agencies of the State of Texas, City and County governments, educational institutions, and other public bodies and non-profit organizations in the development and expansion of child care and child development in the community;

(b) To acquire by purchase, gift, grant, donation, devise, bequest, lease, or in any other lawful manner any property, real, personal, or mixed to hold, use, administer, expend, and distribute all or any part thereof for the furtherance of the objectives and purposes.

ARTICLE III

BOARD MEMBERSHIP

Section A

1. Eligibility

Any person interested in the objectives and purposes of the agency is eligible for membership on the Board. No person shall be eligible for membership on the Board who has been removed under the Bylaws of the agency. The official rolls of the membership shall be maintained by the Board Secretary in the 4C administrative office;

2. Term of Membership

- (a) The membership form for individual members shall consist of the signed Board of Directors Statement: Conduct, Ethical Behavior, Confidentiality, Conflict of Interest and Code of Business Conduct and Ethics
- (b) To withdraw, members shall submit notice to the Board;
- (c) Board members who miss three (3) consecutive meetings of the Board or three (3) consecutive meetings of the committee to which he or she is assigned may be removed.

3. Privileges: Each member of the Board shall have one vote.

- (a) A slate of nominees shall be prepared by the Nominating Committee and mailed to the Board membership ten (10) days prior to the last meeting of the year;
- (b) Nominations may be made from the floor at that meeting and those names added to the ballot after they have been certified by the Nominating Committee Chair;
- (c) The Nominating Committee shall serve as election judges and shall certify election results within five (5) days following the final meeting of the year;
- (d) The out-going Nominating Committee Chair will certify the election of the officers of the Board.

4. A quorum of Board members shall be provided by law.

Section B – Directors:

1. The Board of Directors shall consist of twelve (12) volunteer members and include the Policy Council Chairperson, the immediate past president of the Board, a licensed attorney, a member with expertise in fiscal management or accounting and a member with background and expertise in early childhood education and development.
2. All Directors may vote on any matter that comes before the Board in person, by ballot or by phone poll;
3. Vacancies on the Board of Directors, including its officers, shall be filled between annual elections by approval of a quorum upon recommendation from the Nominating Committee.

Section C – Board Meetings:

1. The Board of Directors shall meet no fewer than six (6) times annually;
2. A quorum shall consist of no less than fifty percent (50%) of the membership;

3. Special meetings of the Board of Directors may be called by the president or upon a written petition of one-third (1/3) of the members of the Board of Directors. The purpose of the meeting shall be stated in the notice;

Section D – Officers:

1. Officers of the Board shall be elected from the Board membership. Officers of the Board shall consist of a president, vice-president, secretary, treasurer and assistant treasurer;
2. The newly elected Board of Directors will take office on January 1 following the election;
3. No officers of the Board of Directors shall hold a given office for more than three (3) consecutive years.

Section E – Duties:

1. The Board of Directors shall approve the annual budget, any required amendments to said budget and shall safeguard Federal funds;
2. The Board of Directors shall approve personnel policies and operating policies for the agency including the annual self-assessment, selection criteria and financial audit;
3. The Board of Directors shall employ and evaluate the Executive Director;
4. The Board of Directors shall approve/disapprove all funding requests and have an Impasse Procedure in place for shared governance;
5. The Board shall maintain working knowledge of all funding agent regulations and approve/disapprove the annual Head Start Service Plan.

ARTICLE IV

COMMITTEES

Section A – Standing Committees:

Standing committees of the Board shall be appointed by the incoming president, and the terms of members shall be approximately the same as those of the elected officers. The Central Texas 4C, Inc. bylaws will not specify the number of committee members for all standing committees of the Board.

1. Finance/Audit Committee:

The Chair of the Finance/Audit Committee will be the Treasurer. The duties will be:

- (a) To review budgets of all programs and recommend adoption to the Board;
- (b) To recommend to the Board of Directors operating policies for the business operations of the organization;
- (c) To assume other duties as established by the Board for exercising oversight regarding the business operations of the organization, especially in regard to regulations of the Federal Head Start Program Performance Standards and the Head Start Act;
- (d) To recommend actions to the Board.

2. Nominating Committee

The Nominating Committee shall consist of a Chair elected by the Board. The duties will be:

- (a) To prepare a slate of nominees for election to the Board of Directors;
- (b) To certify eligibility for election to the Board of Directors;
- (c) To serve as election judges and to certify election results.

Section B – Ad Hoc Committees:

Ad Hoc committees may be named by the President as needed, such as Fraud Risk Assessment Program Committee, Long Range Planning and/or Facilities Committees, etc.

Section C – Ex-officio Members of Committees:

- 1. The President and Executive Director shall serve as ex-officio members of all committees;
- 2. Each standing committee may include other ex-officio members with particular areas of expertise to assist that committee. These ex-officio members may not hold chairmanship of a committee, and they will not have a vote.

ARTICLE V

CONTRACTS, CHECKS, & DEPOSITS

Section A – Contracts:

The Board of Directors may authorize the Executive Director or the President to enter into contracts or execute and deliver instruments in the name of the agency. Such authorization may be general or confined to specific instances.

Section B – Checks, Drafts, etc.:

All checks drafts, or other orders for payments of money, notes, or other evidences of indebtedness issued in the name of Central Texas 4C, Inc. shall be signed by such officer or officers or staff designee in such manner as shall from time to time be determined by or under authority of a resolution of the Board.

Section C – Deposits:

All funds of Central Texas 4C, Inc. shall be deposited to the credit of the agency in such banks, trust companies, or other depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE VI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Board in all areas to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

ARTICLE VII

AMENDMENT OF THE BYLAWS

These bylaws may be amended, revised, or appealed and new bylaws may be adopted by the Board at any regular or special meeting by majority of all members present and voting, provided the amendments have been introduced, entered, and read into the Minutes of the preceding meeting of the Board and mailed to each member of the Board at least ten (10) days prior to the meeting at which final action will be taken.

Approved on this, the 21st day of January, 2016.

Signed: _____


Board President, Central Texas 4C, Inc.

NOTE: Original signed copy in Board Notebook at 4C Administrative Office.