

BY-LAWS of Partnerships 4 Families

Adopted January 15, 2009

Article I: Name

The name of this organization shall be the Partnerships 4 Families Community Empowerment Area Board (hereinafter the Board).

Article II: Purpose

The Board was duly organized under Iowa Code Chapter 28. The purpose of the Board is to oversee and coordinate collaborative services for children and families in Audubon, Carroll, Greene and Guthrie Counties. The initial emphasis will be delivery of services to children age 0-5. The long-term purpose will be to improve the efficiency and effectiveness of services in the areas of education, health, and human services for persons of all ages.

The Board has the power to enter into legally binding agreements with any Federal, State or local agencies, or with any private funding organization for the purpose of running programs and providing services. In addition, the Board has the following specific powers to:

- A. appoint the Empowerment Coordinator or Contact Person;
- B. determine, subject to funding source policies, major personnel, organization, fiscal and program policies;
- C. determine overall program plans and priorities for Partnerships 4 Families Community Empowerment Area including provisions for evaluating progress against performance;
- D. make final approval of all program proposals and budgets;
- E. enforce compliance with all conditions of any funding source grants;
- F. oversee the extent and the quality of the participation of the families with children ages 0-5 in the programs of Partnerships 4 Families Community Empowerment Area;
- G. determine, subject to funding source policies, rules and procedures for the governing board;
- H. select the officers and the executive committee, if any, of the governing Board.

The Board shall have the only powers as are enumerated in these By-Laws.

Article III: Membership

Section 1 Qualifications. The Board shall consist of a membership of thirteen voting members. All members of the Board shall reside or work in Audubon, Carroll, Greene or Guthrie County (counties?). Criteria for selection of candidates will provide for fair representation of the counties served. The Board shall comply with federal, state, and local laws which prohibit discrimination on the basis of gender, gender identity, sexual orientation, age, race, disability, creed, or national origin.

Section 2 Selection of Members. A majority of the members of the Board shall be elected officials and members of the public who are not employed by a provider of services to or for the Board. Membership shall include at least one local representative from each of the following areas: business, consumer, education, faith, health, and human services. The fiscal agent and the Board appointed contact will be non voting members of the Board, thus making the Board comprised of fifteen members.

The membership of the Board may include members with interest in education, health, human services, business, faith, and the public good. Members may include individuals who are employees or who receive compensation from any of the following: a school district, a county, a local board of health, a hospital, a charitable funding group, a human service organization, a religious institution, an area education agency, law enforcement, an area substance abuse agency, a community action program, a city, a business organization, a labor organization, a service club, a business, human service consumers, a private community-based organization, a neighborhood association, a child care resource and referral service, a library, and others as determined by the Board.

Section 3 Compensation. Members shall serve without compensation. Members may be reimbursed for child care or travel if funds are available.

Section 4 Orientation for New Members. Prior to the first regular meeting following their appointment, new members shall be provided with copies of the legislation (or summary), bylaws, annual reports, and other documentation that would be useful to Board members in carrying out their duties. The Chairperson (or designee) will be responsible for orientation. A mentor from among the continuing Board members will be assigned to each new Board member and will assist with the orientation.

Section 5 Absences. Three absences in one year shall result in a member's removal from the Board. Exceptions shall be subject- to approval by the officers.

Section 6 Vacancies. Although not mandated, the Board may choose to fill any vacancy on the Board because of resignation, death, long-term illness, disqualification or removal after at least 30 days' notice of the vacancy. The Chairperson (or designee) is charged with recruiting applicants to fill vacant positions and with submitting a slate of candidates to the Board. The Board votes on the candidates.

Section 7 – Elections & Terms. The Board as identified in Article III, Section 2 shall be elected for staggered three-year terms, which will commence in July. Board members shall elect individuals to replace members who have served their term. The Secretary will maintain a record of terms. There are no term limits.

Section 8 Resignations. Resignations shall be submitted in writing to the Chairperson of the Board at least 30 days prior to the date of intended departure.

Article IV: Officers

Section 1 Officers. The officers of this Board shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer, each of whom shall be elected by the members of the Board. The officers shall be elected from among members who have served a minimum of one year on the Board; officers will be seated in July.

Section 2 Election and Term of Office. Officers of the Board shall be elected annually at the first regular meeting in July of each year. If the election of officers cannot be held at this meeting, such election shall be held as soon thereafter as is possible.

Section 3 Chairperson. The Chairperson shall, when present, preside at all meetings, appoint committees, call special meetings and in general perform all duties incident to the office of a Chairperson, and such other duties as may be prescribed by the members from time to time. The Chairperson shall carry out all functions in consultation with other officers. The Chairperson may participate as an ex-officio member of any standing committee. The Chairperson will be elected according to Chapter 28 of the Iowa Code. The Chairperson can not serve in this position more than two consecutive fiscal years.

Section 4 Vice Chairperson. In the absence of the Chairperson, or in the event of death, inability or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 5 Secretary. The Secretary shall have the responsibility of insuring that the Board's minutes are accurate and are circulated as prescribed. The Secretary, in the absence of the Chairperson and Vice Chairperson, shall perform the duties of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 6 – Treasurer. Working with the fiscal agent, the Treasurer shall have the responsibility for assuring that all deposits and properly authorized expenditures are made in a timely manner, using appropriate accounting practices. The Treasurer shall present monthly financial reports to the Board.

Section 7 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or other cause shall be filled by the members for the unexpired portion of

the term. The Board will hold elections for the vacant positions(s) as quickly as possible after the vacancy occurs.

Article V: Meetings

Section 1 Meetings. All meetings are subject to Iowa's Open Meeting Law. All records of the Board are subject to Iowa's Open Records Law.

Section 2 Regular Meetings. Regular formal meetings of this Board shall be held at least eight times in a fiscal year.

Section 3 Special Meetings. Special meetings of the members may be called by the Chairperson or Vice Chairperson at the request of three or more members.

Section 4 Time and Place of Meetings. Regular formal meetings shall be held at a time agreeable to all members and in a location accessible to persons with disabilities.

Section 5 Notice of Meetings. Public notice of regular and special meetings of the Board shall be required; notice for all meetings must be given not less than twenty-four (24) hours in advance of the meeting. A notice of the meeting shall be posted on the Board's website pursuant to State Code. (all one word)

Section 6 Minutes of Meetings. Written minutes for each meeting of the Board will be maintained, in which a record of votes on all motions will be entered. Minutes of the previous meeting shall be distributed to all members prior to the next meeting, and shall be made available to the public on the Board's website and upon request.

Section 7 Quorum. One half the current voting membership plus one Board member shall constitute a quorum at any meeting.

Section 8 Proxies. There shall be no vote by proxy.

Section 9 Public Discussion. Time shall be made available during all regular formal meetings for open public discussion.

Section 10 Order of Business. Business shall be conducted by modified consensus. The Board shall seek consensus and if consensus cannot be reached in a timely manner, the Board will use standard parliamentary procedures.

Section 11 Conflict of Interest. A member who believes they have a conflict of interest on a matter before the Board shall state the reason for the conflict of interest, refrain from participating in decision-making, and shall abstain from voting on the issue. Board members will annually sign a conflict of interest statement. Board members must declare any and all conflicts of interest, including perceived conflicts of interest.

Section 12 Voting. A majority of votes cast at any meeting at which a quorum is present shall be decisive of any motion or election.

Upon request, voting will be by roll call and will be recorded by yeas and nays. Every member of the Board, except the Chairperson, is required to cast a vote upon each motion. In case of a tie vote, the Chairperson will cast the deciding vote.

Article VI: Responsibilities and Authority

Section 1 Fiscal Management. The Board will designate a public agency of this State, as defined in Section 28E.2, to be the fiscal agent for grant money and other monies administered by the Board.

The fiscal agent will administer community empowerment grant monies available from the State to the Empowerment Board as provided by law and any other monies made available from federal, state, local, and private sources.

Section 2 Annual Report The officers shall be responsible for the preparation of the annual report. This report shall include, but is not limited to, the effectiveness of the grant program and the Board's effectiveness in achieving state and locally determined goals.

Article VII: Standing Committees

The following committees have been approved by the Board to carry out responsibilities of the Empowerment legislation.

Section 1 – Executive Committee: The Committee shall be comprised of the officers of the Board, the immediate past chair (if unable to serve, an immediate past officer will be selected), three Board members, and one community representative appointed by the Executive Committee. The Committee shall assure staff support and oversight and, with staff, assure compliance with operating policies and procedures.

Section 2 – Fiscal Committee: The Committee shall include the Board Treasurer, a representative of the fiscal agent, and one community representative appointed by the Fiscal Committee. The Committee oversees all Board finances including the Iowa Empowerment funds and other grants received by the Board, and maintains fiscal accountability.

Section 3 – Four Early Childhood Task Force Committees in each of Audubon, Carroll, Greene and Guthrie Counties: The Committees shall be comprised of a representative of the Board and other interested citizens and early childhood providers within (no space) the county. The Committee shall be responsible for informing and educating the public about early childhood programs, services, and special events; developing and distributing materials that highlight Empowerment goals, programs, services and accomplishments; and assisting staff and other committees and work groups with the development of materials and distribution of information. The Committee will

be responsible for assessing the local needs of each county's early childhood population, parents and early childhood providers. Board members who attend the task forces will report activities that are taking place in the counties at the monthly Board meetings.

Section 4: Other Committees and Community Work Groups: The Board may establish such standing or ad hoc committees and work groups as the Board believes will assist to carry out its responsibilities. The chair will be determined by each committee or work group. Each committee, work group, and advisory group will have representation from the Board. The Board may also establish advisory groups which, at the discretion of the Board, may be given voting or ex-officio representation on the Board. All committees, work groups, and advisory groups will report to the Board, which will retain final and complete authority.

Article VIII: Appeal Process

All decisions made by the Board will be final. There is not an appeals process in place.

Article IX: Amendments

These bylaws may be altered, amended, or repealed, and new bylaws adopted by an affirmative vote of not less than two thirds of the members of the Board present. Proposed changes to the by-laws brought to the board at a meeting shall not be voted on at the meeting. Voting on any proposed changes to the by-laws will occur at the meeting subsequent to the meeting where the changes are proposed. Any proposed change needs to be submitted in writing to all members 14 days prior to a vote at a regular meeting or at a special meeting called for that purpose.

Article X: Parliamentary Authority

The Board will use Roberts Rules of Orders as their authority for parliamentary procedure.