

# **BY-LAWS OF GREAT BAY KIDS**

## **ARTICLE I**

### **NAME/PURPOSE/PRINCIPAL OFFICE**

The name of the corporation shall be the Great Bay Kids (the “Corporation”). The principal purpose for which this non-profit corporation is established is to provide affordable, quality early childhood education services and after school programming to the families in the Greater Seacoast of New Hampshire, and to engage in such other activities as may be permitted by law.

## **ARTICLE II**

### **FISCAL YEAR/RECORD KEEPING/TAX STATUS**

The fiscal year of the Corporation shall commence on January 1 of each calendar year. Financial records shall be audited annually by a Certified Public Accountant chosen by the Board of Directors. Notwithstanding any other provisions of the By-Laws, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1990, as amended, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) or corresponding provisions of any subsequent tax laws or regulations.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

Section 1. Powers and Authority -- The governing body of the Corporation shall be known as the Board of Directors (as a body “the Board”, individually “board member”). The Board shall in all cases act as a board and may, consistent with the Articles of Agreement, as amended, these By-Laws and the laws of the State of New Hampshire, adopt any such rules and regulations for the management of the Corporation and for the conduct of their meetings as they may deem reasonable and proper. In addition, the Board shall:

1. Establish and monitor the policies and procedures of the Corporation;
2. Hire, support, and hold accountable the Executive Director of the Corporation;
3. Administer annual, special and/or capital fund-raising campaigns;
4. Maintain and implement the strategic plan of the Corporation; and
5. Serve as a conduit to the Executive Director for parent/guardian feedback and assist Corporation personnel in ensuring and maintaining the quality of the programs by administering an annual evaluation of programs to include a parent/guardian satisfaction survey.

Section 2. Number, Term of Office and Elections -- The Board shall make a good faith effort to:

1. be composed of not more than thirteen and not less than seven members who shall serve for three-year terms, and
2. ensure one seat on the Board is held by, or reserved for, a member associated with each center; and an additional seat is held by, or reserved for, a member unaffiliated with any center.

Members are limited to serving three consecutive terms. Former members may seek renomination through the usual process following a one-year break in service. Each July, the Governance and Administration Committee shall propose a slate of recommended board members to serve for the ensuing year. The new Board shall be elected by majority vote of the existing Board. In the event of vacancies on the Board during the year, the Governance and Administration Committee shall propose replacements who shall be elected by majority vote of the Board at any regular meeting to serve the

remainder of the vacated term. In preparing nominations for Board membership, the Governance and Administration Committee shall strive to maintain a mixed board membership consisting of both parents and community leaders, and balanced representation from the communities served by the Corporation.

Section 3. Removal/Resignation -- Conduct of a board member deemed by another board member to not be in the best interest of the Corporation shall enable the complaining board member to present to the Board, at a regularly scheduled meeting, a written petition for the removal of the board member alleged to not be acting in the best interests of the Corporation. Two absences without prior notification to the Chairperson during a board member's term of office shall also be cause for removal from the Board of the offending board member. Removal of a board member will be by a two-thirds majority vote of the board members present and voting, said vote to be taken at a regular board meeting. After such a vote, the Secretary shall notify the board member of their removal. Any board member may resign at any time by giving written notice to the Chairperson, the Secretary, or the full Board. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Chairperson of the Board.

Section 4. Officers -- The officers of the Corporation shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, and the Immediate Past Chair (if applicable) who shall serve for not more than two consecutive one-year terms. At the discretion of the Board of Directors, these term limits may be suspended and reviewed on an annual basis. At each annual meeting, the Governance and Administration Committee shall propose a slate of recommended officers to the Board. Officers shall be elected by majority vote of the Board. A vacancy in the office of Chairperson during his/her term shall be filled by the Vice-Chairperson. Vacancies in any other office shall be filled in the same manner as vacancies on the Board. The general duties of the officers shall be as follows:

A. The Chairperson shall:

1. Set the agenda for, and preside over, each Board meeting;
2. Appoint a chairperson and members of each standing committee and serve as an ex-officio member of each committee;
3. Represent the Corporation at business or social functions;
4. Have authority to sign legal and financial documents as the designated representative of the Corporation; and
5. Chair the Executive Committee.

B. The Vice-Chairperson shall:

1. Act as the Chairperson in his/her absence;
2. Chair the Governance and Administration Committee.

C. The Secretary shall:

1. Maintain minutes of each regular, annual and special meeting of the Board and present them to the Board for approval at the next regular meeting. The original of the approved minutes shall be placed on file at the office of the Corporation;
2. Formulate communications from the Board as requested by the Chairperson; and
3. Maintain Board attendance records.

D. The Treasurer shall:

1. Work closely with the Executive Director and Corporation staff to understand ~~Maintain~~ the

financial records of the Corporation and present to the Board at each regular meeting a current statement of financial condition;

2. Cooperate and assist in financial matters within the Corporation and between the Corporation and funding agencies; and
3. Have authority to sign Corporation checks.

E. The Immediate Past Chair shall:

1. Serve as advisor to the Chairperson and assist the Executive Committee where needed;
2. Ensure the successful onboarding of the Chairperson; and
3. Assist with special projects as assigned.

The various duties of the specified members of the Board as provided herein above may be reallocated as circumstances require by a two-thirds majority of the Board members present and voting.

Section 5. Duties of Board Members -- Each member of the Board shall be responsible for:

1. Determining and upholding the mission of the Corporation;
2. Serving as an advocate for the Corporation within the community;
4. Establishing, assessing and monitoring the Corporation's goals;
5. Active membership on at least one standing committee;
6. Regular attendance at Board meetings; and
7. Participation in all Board training sessions.

Section 6. Conflict of Interest Policy—Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a Board member, trustee or officer exceeds five hundred dollars (\$500.) but is less than five thousand dollars (\$5000.) in a fiscal year, a two-thirds vote of the disinterested board members is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and actual voting itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office. Annually, each board member shall sign a statement acknowledging, understanding and of agreement of this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

#### ARTICLE IV

##### DELEGATION OF AUTHORITY BY THE BOARD

Section 1. Committees -- The following standing committees of the Board are established: Executive, Governance and Administrative, Facilities and Capital Planning, and Development. Each committee shall be chaired by a Board member, include at least one member of the Executive Committee, and consist of board members and other individuals as appointed by the Chairperson of the Board. In addition to the standing committees, the Board may, from time to time, establish such special or ad hoc committees as it sees fit. Duties of the committees shall be as follows:

A. The Executive Committee shall:

1. Consist of the officers of the Board and be chaired by the Board Chairperson;

2. Have authority, in emergency circumstances, to take any action that could be taken by the entire Board, provided that such use of emergency authority shall be rescinded unless ratified by majority vote of the full Board at its next meeting;
  3. Be responsible for interviewing applicants for Executive Director and for recommending to the Board a candidate for such position;
  4. Oversee financial operations of the Corporation and in collaboration with the Executive Director propose an annual budget to the Board prior to the start of each fiscal year; and
  5. Review the Board's functioning and composition.
- B. The Governance and Administrative Committee shall:
1. In collaboration with the Executive Director and subject to the approval of the Board, establish and maintain, the policies of the Corporation, including Corporation By-Laws, the employee handbook, the parent handbook;
  2. Periodically, in collaboration with the Executive Director, review and make recommendations to the Board and Executive Director related to job descriptions and salary scales;
  3. Administer the grievance and arbitration procedure outlined in the personnel policies; and
  4. Lead efforts to recruit, nominate and orient new Board members.
- C. Facilities and Capital Planning Committee shall:
1. Focus on issues that pertain to transportation, facilities, grounds and equipment (i.e. office and program);
  2. Organize and administer projects to maintain the buildings and grounds of the Corporation;
  3. Encourage and elicit parent participation in aforementioned projects; and
  4. Develop and maintain a long-range capital plan for the Corporation.
- D. Development Committee shall:
1. Plan and administer annual fund-raising efforts;
  2. Assist the Executive Director and center directors with site-specific fund-raising events;
  3. Encourage and elicit parent participation in program development and fund-raising efforts, and provide feedback to the Board and Executive Director on their behalf; and
  4. Work to establish ties in the community to aid fund-raising efforts.
  5. Support the Executive Director and center directors in establishing and maintaining professional development, staff appreciation, and program development opportunities as requested and appropriate.

## ARTICLE V MEETINGS

Section 1. Quorum -- A quorum for action by the Board shall be a simple majority of its current number of members. Board members may attend meetings telephonically or electronically by agreement of a majority of the members physically present for the meeting. Decisions of the Board shall be by majority vote of the members present and voting, except for amending the By-Laws, adopting the annual budget or hiring or terminating an employee who reports directly to or is supervised directly by the Board, any of which actions shall require a two-thirds majority vote of the members present and voting.

E-mail voting among board members may occur at any time between monthly meetings as deemed necessary by the members. All e-mail decisions shall pass by majority vote of all board members.

Section 2. Time and Conduct of Meetings -- Regular Board meetings should be held no less than bi-monthly. Special meetings may be called due to extenuating circumstances which cannot wait until the next regular meeting. In addition, if at least twenty-five percent of the membership of the Board file a request with the Chairperson for a special meeting, then such a meeting shall be called within seven days. All meetings shall be held at the principal place of business of the Corporation or elsewhere as may be decided by the Board. In the event of a dispute as to the procedures to be followed in a Board meeting, reference shall be made by the Secretary of the Corporation to the general principles of parliamentary procedure enumerated in *Robert's Rules of Order*, provided, however, that in the event of any conflict between these By-Laws and *Robert's Rules of Order*, these By-Laws shall take precedence.

Section 3. Executive Sessions - An executive session is that part of any meeting which is limited to Board members. An executive session may be requested by any Board member and shall occur if approved by a majority vote of the members present and voting; provided, however, that discussion of matters of hiring or terminating employees, terms of employment offers and compensation shall be conducted in executive session, without need for a majority vote. The Chairperson may, in his/her reasonable discretion, call for an emergency session without approval of the members of the Board where confidentiality, emergency or other like conditions dictate that such a session be called.

#### **ARTICLE VI**

##### **INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS**

Each board member and officer of the Corporation (and their respective heirs, executors and administrators) shall be indemnified by the Corporation against any cost, expense (including attorney's fees), judgment or liability reasonably incurred by or imposed upon him or her in connection with any action, suit, or proceeding to which he or she may be a party or with which he or she shall be threatened, by reason of his or her being or having been a board member or officer of this corporation (whether or not he or she continues to be a board member or officer of this corporation at the time such action, suit or proceeding is brought or threatened), except with respect to (1) any breach of the board member's or officer's duty of loyalty to the Corporation, (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) any transaction from the board member or officer derived an improper personal benefit.

#### **ARTICLE VII**

##### **AMENDMENTS**

These By-Laws may be altered, amended or repealed at any meeting of the Board by affirmative vote of two-thirds of the members present and voting, provided that the substance of all proposed amendments shall be presented to the Board at least thirty days prior to such a vote.