

**COMMUNITY CHILD CARE COUNCIL
OF SONOMA COUNTY, INC.**

BYLAWS

Article I

NAME OF ORGANIZATION

The name of the organization shall be the Community Child Care Council of Sonoma County, Inc.

Article II

PURPOSES AND OBJECTIVES

Section 1. Purposes

- a. The primary purpose of the organization shall be to promote, provide and support quality child care services for children and families through education, advocacy, and the identification and utilization of public and private resources.
- b. The organization shall also participate in the child care community beyond Sonoma County.

Section 2. Objectives

The objectives of the organization shall be to:

- a. Act as the voice for child care and child development in Sonoma County.
- b. Promote the maintenance and improvement of standards of quality child care and development in Sonoma County.
- c. Study, explore, and document the extent of need for child care in Sonoma County, and support and coordinate public and private efforts to meet the need within established child care standards.
- d. Facilitate and encourage parents of children receiving child care to have an effective voice in child care policy formulation and program development.
- e. Promote coordination of child care funding, staff development, communication, purchasing, and transportation activities in order to stretch resources and reduce duplication.
- f. Provide and develop such technical assistance and information resources as funds and other resources permit.

Section 3. Dissolution

In the event of the dissolution of this corporation, all assets shall be distributed to non-profit corporations having similar purposes.

Article III

Section 1. Members of the Board of Directors

The Board of Directors shall ideally consist of a maximum of 20 individuals. The Board of Directors shall be made up of members of the community who have an interest in child care and child development programs. No more than 33 1/3% of the Board may consist of Child Care Providers or individuals who may directly or indirectly benefit financially from agency policies, procedures, activities or programs. An employee of the agency is ineligible to sit on the Board of Directors. Each term of Board membership shall be two years.

Section 2. Duties of the Board of Directors

The general business of the organization shall be conducted by the Board of Directors including, but not limited to, the following:

- a. Approval of all agreements, which are to be part of the organization's program.
- b. Establish an agenda and schedule for Board of Director meetings.
- c. Evaluation and adoption of changes in Bylaws when appropriate.
- d. Providing for the filling of vacancies on the Board of Directors or Executive Committee as specified in Article VI, Section 2.
- e. Approval for the hiring of executive staff.
- f. Hiring, evaluation and removal of Executive Director.
- g. Approval of such administrative structure(s) as is necessary for the organizations' programs.
- h. Establishment of such special committees as is required.
- i. Advocate for quality childcare and related issues on local, state and national levels.

Section 3. Board Compensation

No member of the Board shall receive compensation for performance of duties.

Section 4. Self-dealing

Any Board member deriving a financial benefit from any transaction or project of the corporation shall declare that benefit and it shall be entered into the minutes of the Board. Board members having such an interest may be required to abstain from voting on any issues affecting their interest.

A bid submitted by a Board member for an agency contract may be accepted, provided the following conditions are met:

- a. Open bidding conducted
- b. Three bids are submitted

Section 5. Liability of Directors

No director of this corporation shall be personally liable for any of its debts, liabilities, or obligations.

Section 6. Honorary Directors

The Board of Directors, in its sole discretion, may grant individuals status as Honorary Directors of the Board in recognition of significant contributions to 4Cs. Such Directors shall be considered *ex officio* members of the Board and may participate in open sessions of the Board.

Article IV

OFFICERS

Section 1. Officers

The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. Their term of office shall be two years. An individual shall be limited to holding the same office twice consecutively.

Section 2. Election of Officers

The officers shall be elected by the Board of Directors at the annual meeting.

Section 3. Job Descriptions

- a. The President shall conduct all Board and Executive Committee meeting, delegate tasks to committees, facilitates decision-making by the Board, and represents the Association whenever the occasion demands.
- b. The Vice-President shall conduct Board business in the absence of the President.
- c. The Treasurer shall oversee the fiscal records and reports of the organization, work with the Executive Director in the formation of the annual budget, and make such reports as deemed necessary by the Board or Executive Committee.
- d. The Secretary shall review the minutes of meetings of the Board of Directors, and record the minutes of the Executive Committee meeting.

Section 4. Vacancies

A vacancy in any office of the corporation shall be filled for the duration of the term by the Executive committee with the approval of the Board.

Article V

ELECTIONS, VACANCIES AND REMOVAL OF DIRECTORS

Section 1. Elections

Directors shall be elected at scheduled board meetings by a majority vote of those Directors seated on the Board at the time of the election.

Section 2. Vacancies

A vacancy in directorship may be filled by the remaining Directors from names submitted by the Personnel/Nominating committee. The position of any director may be declare vacant by

action of the Board after unexcused absences from three (3) consecutive meetings without sufficient notification to the corporation, death, resignation or disqualification.

Section 3. Removal

The Executive Committee may recommend the removal of any Director. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- a. The Director has been declared of unsound mind by a court of law.
- b. The Director has been convicted of a felony.
- c. The Director has been found by a final order of judgment of any court to breach duties imposed on Director who perform functions with respect to assets held in charitable trust by section 7236 of the California corporation code.
- d. Demonstration of cause including, but not limited to, absence, notable disinterest or unavailability for tasks assigned within the Board.

Article VI

COMMITTEES

Section 1 Executive Committee

The Executive Committee shall be composed of the officers of the organization. The Executive Committee shall conduct the affairs of the organization between meetings of the Board. The Executive Committee may review and recommend the removal of any Director. All action taken by the Executive Committee shall be subject to the ratification of the Board. Meetings of the Executive Committee may be called by the President or upon the request of two members of the Executive Committee.

Section 2. Appointment of Committee Chairs and Members.

The President shall appoint Directors to sit on both standing and special committees of the Board, as well as the chair of each committee subject to the approval of the Board. The President may reassign Board members to different committees, as indicated.

Section 3. Fiscal Management Committee

The Fiscal Management Committee shall consist of the Treasurer and at least two other Directors. The committee shall review the annual budget and present it to the Board for approval. The Committee shall maintain ongoing knowledge and keep the Board informed of the current financial situation.

Section 4. Personnel/Nominating Committee

The Personnel/Nominating committee shall establish personnel policies for the staff of the organization and shall review them annually. It will recommend all salaries and benefits to the Board in conjunction with the Fiscal Management Committee. The Committee shall annually evaluate the Executive Director according to a procedure developed and established by the Board of Directors. The Committee shall be responsible for drafting a slate of potential Directors of the Board.

Section 5. Resources Development Committee

The Resource Development Committee shall plan and implement fundraising events and oversee the annual fundraising drive.

Section 6. Special Committees

Special committees may be created as deemed necessary. The chair and members shall be appointed by the President.

Article VII

MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the Board of Directors shall be held during the month of June of each year, unless circumstances require an alternate date. The Annual Meeting is for the primary purpose of electing officers.

Section 2. Board of Directors Meetings

The Board of Directors shall meet nine times yearly. Special meeting may be called by the President or at the request of a majority of Directors at such times as are necessary.

Section 3. Executive Committee Meetings

The Executive Committee shall meet as required between regular meetings of the Board.

Section 4. Quorum

Fifty-one per cent (51%) of the sitting Directors shall constitute a quorum for any meeting of the Board.

Section 5. Notice of Meetings

Written notice of all Board meetings stating times, place, date and day, and the agenda shall be mailed to all Board of Directors members at least five working days prior to such meeting. Notice of special meetings of the Executive Committee may be made by telephone no less than twenty-four hours prior to the time of such meetings.

Section 6. Procedure

In all matters of procedure not otherwise herein provided for, the current edition of Robert's Rules of Order shall prevail in all meeting of the organization, its Executive Committee and its special committees.

Article VIII

CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 1. Contract

The Board of Directors or Executive or Executive committee may authorize any officers, agent, or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization and such authorization may be general or confined to specific instances.

Section 2. Loans

No loans shall be made on behalf of the organization and no evidence of indebtedness shall be issued in its name unless specifically authorized by the Board of Directors or Executive Committee.

Section 3. Checks and Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents as shall from time to time e specifically authorized by the Board of Directors of Executive Committee.

Section 4. Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization of such banks, truss-companies, other depositories as may be specifically selected by the Board of Directors or Executive Committee.

Article IX

AMENDMENTS

These Bylaws may be altered, revised, or repealed and new Bylaws adopted by a two-thirds majority vote of Directors present at any regular or special meeting of the Board of Directors, providing that such alteration, revision or new Bylaws have been made part of the written notice of the organization meeting that they are to be acted upon.

Revise and adopted by the Board of Directors

On this date _____