



BYLAWS

ARTICLE I NAME OF THE BOARD

These bylaws shall cover the organization known as POLK COUNTY EARLY CHILDHOOD IOWA (hereafter Polk County ECI). These bylaws are in accordance with the Iowa Code Chapters 256I, 21, 22, 69.19.

ARTICLE II PURPOSE OF THE BOARD

Vision: Every child will be healthy and successful.

Mission: The Polk County Early Childhood Iowa Board's mission is to work with community partners to make investments in programming to achieve long-term positive results for children.

ARTICLE III MEMBERSHIP

The business and the affairs of Polk County ECI shall be managed by the POLK COUNTY EARLY CHILDHOOD IOWA BOARD (hereafter Board).

All members of the Board must be residents of Polk County.

The number of voting Board members shall consist of 15-20 members representing the following areas of the community of Polk County, Iowa: business, consumer, faith, education, health, and human services. At least one parent, grandparent, or guardian of a child from zero through age five will also be represented. The Board shall be comprised of citizens, consumers, or elected officials. Board membership is in accordance with Iowa Code Chapter 256I.

Board members will serve a term of three years. A Board member shall be entitled to be re-appointed for one additional three-year term. A Board member appointed to fill a vacancy on the Board will be appointed for the unexpired term of his or her predecessor and then will be entitled to serve two three-year terms (or up to 8 consecutive years). An individual who has left the board shall be eligible for election again after being off the board for two years.

Polk County residents who are citizen members of the Early Childhood Iowa State Board shall be non-voting ex-officio members of the Polk County Early Childhood Iowa Board.

Members of the Board shall receive no compensation for their service as Board members.

Board members shall be elected at the annual Board meeting. Vacancies may be filled at any Board meeting and, if the Board must fill the vacancy to meet state or other requirements, the vacancy must be filled within 90 days. A Board member missing three consecutive meetings or more than half of the meetings in a fiscal year may be considered to have tendered their resignation.

ARTICLE IV GOVERNANCE

The Board shall be, and shall possess all of the powers of, the governing body of the Polk County ECI area. The Board shall manage the business and affairs of Polk County ECI, as directed in Iowa Code, Chapter 256I.8.

The Board has fiscal responsibility for the proposals granted during the current fiscal year within the Early Childhood Iowa Area and ensures that funded proposals/requests are in keeping with the mission and vision statements of Polk County ECI.

The organization is not a separate non-profit organization and has no members as such. The board shall designate a fiscal agent each year and ensure that the auditing requirements laid out in the Iowa Code are met.

ARTICLE V OFFICERS

The number of officers of the Board shall be a chairperson and a vice-chairperson, each of whom shall be elected by the Board.

The **Chairperson** shall be an elected official or citizen member of the Board and subject to the control of the Board and shall, in general, supervise all of the business and affairs of the Board. The Chairperson shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the bylaws or the Board from time to time.

The **Vice-Chairperson** shall assume the duties of Chairperson in the absence of the Chairperson or in the event of a vacancy occurring in the position of Chairperson. The Vice-Chairperson shall perform other duties as assigned by the Chairperson.

The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which the assistant

is so appointed to act, except as such power may be otherwise defined or restricted by the Board.

The officers of the Board shall be elected annually by the Board at the annual meeting. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Board would be served thereby.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

ARTICLE VI **MEETINGS AND RECORDS**

All meetings of the Board shall be open to the public in accordance with the Iowa Open Meetings Law.

The Board shall carry out all duties it is legislatively mandated as a local Early Childhood Iowa Board and assumes all other responsibilities established by Iowa law or administrative rules.

The Board shall meet no less than four times per year, including the annual meeting. Meeting notices shall be posted in a community location and on the website. The meeting agenda, created by the Chairperson, will be published and distributed to board members and the public one week in advance of the meeting. Any board member can make a recommendation to the chair for an addition to the agenda.

Board meetings shall be held at the office of Polk County Early Childhood Iowa unless another location is necessary.

The Chairperson, Vice-Chairperson, or any five Board members may call the Polk County Early Childhood Iowa Board together for any number of business or special meetings that may be deemed necessary to carry on the business of the organization. All members and the public shall be notified not less than 24 hours prior to any meeting by telephone, mail, or electronic mail and posting of agenda. Special meeting agendas will be posted in accordance with the Iowa Open Meetings Laws and distributed to Board members and the public not less than 24 hours prior to meeting.

A simple majority will constitute a decision of the Board, unless otherwise noted in the bylaws. A majority vote means, unless otherwise specified, a simple majority of the voting members in attendance at the respective meetings, business or special.

Board members may vote if they are present by phone, ICN, polycom, or other technology that allows them full communication with the Board. Telephonic meetings may be conducted in compliance with Iowa Code Section 21.8

The Board will solicit public comment by allowing open discussion of each agenda item. The Chair is responsible for setting time limits on each discussion item.

Board records are held in the Polk County ECI offices and members of the public can access records by contacting the Polk County ECI Executive Director or Board Chairperson.

ARTICLE VII QUORUM

A majority (fifty percent plus one) of the filled voting seats on the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE VIII COMMITTEES

The Chairperson, with the Board members' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of Polk County ECI. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board. Upon the completion of the task(s) assigned to any special committee the special committee shall be discharged.

No committee shall have the authority of the Board. The designation or appointment of any such committee shall not operate to relieve the Board or any individual member of any responsibility imposed upon it, him, or her by law.

ARTICLE IX CONFLICTS OF INTEREST

A member of the Board who may derive any intentional personal benefit, profit or gain, by reason of membership on the Board or for services contracted by the Board, shall abstain from appropriate discussion and voting. The abstention shall be recorded in the minutes of the Board meeting. Every Board member shall be required to sign a conflict of interest statement annually and/or when new Board members are approved. The conflict of interest policy is available and on file for Board members and the community.

ARTICLE X STAFFING

The Board shall be empowered to hire the staff it deems necessary to carry out its duties. The Board shall comply with Iowa law and administrative rules when so doing. Any contract for services shall be approved by the Board.

ARTICLE XI
PARLIMENTARY AUTHORITY

At all meetings of the Board, the Chair, or in the Chair's absence, the Vice-Chairperson, or other person designated by the vote of a majority of the members of the Board present shall preside. Such officer shall determine the procedure at the meeting.

ARTICLE XII
AMENDMENTS

These bylaws may be amended or altered when necessary by two-thirds majority vote.

Proposed amendments must be submitted to the Chair to be placed on the meeting agenda and are eligible for vote at the next meeting of the Board.

ARTICLE XIII
MISCELLANEOUS

The Board 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 Polk County ECI, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of Polk County ECI and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. Polk County ECI shall make no loan to any officer or director of Polk County ECI.

All funds of Polk County ECI not otherwise employed shall be deposited from time to time to the credit of Polk County ECI in such banks, trust companies or other depositories as the Board may select.

Polk County ECI shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and shall keep at its principal office a record of the names and addresses of its members. All books and records of the Board may be inspected by any member of the public for any proper purpose at any reasonable time.

These bylaws will be in accordance with state of Iowa law governing local Early Childhood Iowa boards. If at any time these bylaws are in conflict with state of Iowa law, state law takes precedence.