

BYLAWS

North Iowa Children's Alliance Board

Article I NAME AND DEFINITION

The name of this organization shall be the North Iowa Children's Alliance, a public agency established by Iowa code (Chapter 256.I) through the Early Childhood Iowa designation process. The North Iowa Children's Alliance is governed by a Board hereinafter referred to as the Board.

Article II GEOGRAPHIC AREA

The geographic area served by this board shall be the counties of Cerro Gordo, Hancock and Worth and all school district offices centered within these counties.

Article III FISCAL YEAR

The Early Childhood Area Fiscal year runs from July 1st to June 30th of each year.

Article IV PURPOSE

The North Iowa Children's Alliance shall exist to improve the quality of life, well being, and future success of children ages 0-5 and their families. Our tri-county area board's mission is building strategies to improve the lives of young children and their families through collaboration, coordination, and planning in Cerro Gordo, Hancock and Worth counties.

Article V RESULTS

We strive to achieve the following results:

- Healthy children
- Children ready to succeed in school
- Safe and supportive communities
- Secure and nurturing families
- Secure and nurturing child care environments

Article VI ROLE

According to Iowa Code, (Chapter 256.I) the role of the Early Childhood Area Boards is to:

- Promote and demonstrate community collaboration
- Conduct community assessments
- Coordinate planning
- Establish priorities
- Develop a system for comprehensive services to support families and communities
- Coordinate program/funding to meet needs and priorities

Article VII **BOARD MEMBERSHIP**

Section A. Number of Members

The Board shall consist of (10) members with representation from each of the (3) counties.

Section B. Composition

Membership shall be comprised of residents from Cerro Gordo, Hancock, and Worth Counties. Members will be persons from groups and individuals in direct support of the above-stated purpose including but not limited to: human services, faith, businesses, consumers, public health, and education. An employee of a provider organization in a community, who also serves on the community board, is a representative of the organization in which they are employed and therefore is neither a citizen representative nor a consumer representative. A person that is employed by an agency that received funds from this board is not eligible to be a board member. A concerted effort will be made by the Early Childhood Board to reflect all people residing within its geographic boundaries.

Section C. Board Members

Health, Human Services, and Education Representation

(3) Positions will be held in this category with no term limit.

Elected Officials

(3) One Elected official from each county.

Iowa Administrative Code, 349, Chapter 1 defines an elected official as “a member of a board or governing body elected through the means of a public election”.

Citizens

- (1) Citizen of Faith
- (1) Citizen of Business
- (1) Citizen Volunteer

Consumers

(1) Consumers (parent or grandparent of a 0-5 year old)

Section D. Officers

The following (3) positions shall be designated to one of the previously mentioned board of directors through a general board election, which is conducted annually.

1. Chairperson
2. Vice Chair/Treasurer
3. Secretary

Section E. Terms of Office

1. Members may not serve longer than two consecutive terms (6 years). There will be a (1) year gap after a member leaves the board before being able to volunteer to sit on the board for another 2 consecutive terms.
2. The three permanent standing positions or an appointee with Board approval from education, health, and human service will be exempt from the term of office limit, and will remain on the Board.
3. Upon a Board member's resignation or an elected official's term-ending, the new board appointee for that position or organization will begin a new (3) year term.
4. Officers: Each office will be held for a (1) year term. There will be a term limit of two consecutive years for officers with a one-year gap before being reelected as an officer.

Section F. Gender Balance Requirement

1. *Iowa Code Chapter 69.16A*: No person shall be appointed or reappointed to any board, commission, committee, or council established by the Code if that appointment or reappointment would cause the number of members of the board, commission, committee, or council of one gender to be greater than one-half the membership of the board, commission, committee, or council plus one if the board, commission, committee, or council is composed of an odd number of members. If the board, commission, committee, or council is composed of an even number of members, not more than one-half of the membership shall be of one gender. If there are multiple appointing authorities for a board, commission, committee, or council, they shall consult each other to avoid a violation of this section.

All appointive boards, commissions, committees, and councils of a political subdivision of the state that are established by the Code, shall be gender balanced unless the political subdivision has made a good faith effort to appoint a qualified person to fill a vacancy on a board, commission, committee, or council in compliance with subsection 1 for a period of three months but has been unable to make a compliant appointment. In complying with the requirements of this subsection, political subdivisions shall utilize a fair and unbiased method of selecting the best qualified applicants. This subsection shall not prohibit an individual whose term expires prior to January 1, 2012, from being reappointed even though the reappointment continues an inequity in gender balance.

Documentation of the board's process to fill vacancies is kept with the ECI area board's records.

Article VIII **RATIFICATION, ELECTION, AND RESIGNATION OF MEMBERS**

Section A. Appointment and Ratification of Members

A steering committee representative of the three counties will meet to plan for a Board which represents county, agency, gender, age, and interest balance among the stake holders, and prepare a list of potential members for appointment. Following the planning, those persons suggested will be contacted to secure their agreement to volunteer to serve on the Board. Vacancies must be filled within 90 calendar days (beginning when the board has recognized the resignation).

Section B. Election of Officers

There will be a general election from the Board to select officers.

Section C. Resignation

Any member who intends to resign must send one written letter of resignation to the Chairperson and one written letter of resignation to the Director of the Board. It will become final upon receipt by the Board. The Board will place the resignation on record at its next regularly-scheduled meeting. Resignations are effective with board approval at next scheduled board meeting.

Section D. Resignation by Absenteeism

If a Board member is absent without providing an acceptable (acceptability determined by the executive committee that will gauge frequency and degree) explanation for more than three consecutive meetings, they shall be contacted by the Chair to determine if they desire and are able to continue to serve on the Board. A Board member who has missed 50% or more of the meetings in a calendar year will be considered to have resigned and a replacement may be appointed according to Article IV. Section G of these bylaws.

Article IX **DUTIES**

Section A. North Iowa Children's Alliance Board

1. Interpret the scope of responsibilities of the Early Childhood Area as set by Iowa Legislation.
2. Establish the mission and policies to support the legislative intent.
3. At a minimum administer funds from the state.
4. Ensure that interest or earnings on the Early Childhood funds be used for services in the community plan. Keep the interest earned and the two funding streams in two separate accounts.
5. Approve contracts.
6. Develop and implement the community plan with identified priorities, based on community assessments, which address human service, education and health needs to support children and their families to reach desired results.
7. Evaluate the outcome of community plans.
8. Assure wide community input as part of all procedures by forming standing committees, task groups and focus groups.
9. Assign tasks to committees as appropriate.
10. Ensure that the annual report is submitted each fiscal year to the Iowa board and to local governing bodies in the Early Childhood area.

11. Develop a plan to sustain community efforts to support children and their families within the empowerment area.
12. Assume other responsibilities established by law or administrative rule.

Section B. Board Member

1. Attend all meetings of the Board, including assigned committees and task forces. Notify the Board Chairperson or North Iowa Children's Alliance Director of any absences in advance, if possible.
2. Thoroughly review the agenda and all background support material and come to all meetings prepared to contribute to the discussion of issues and business to be addressed.
3. Serve on at least one committee.
4. Represent the North Iowa Children's Alliance Board in a positive and supportive manner at all times and in all places.
5. Keep the Board Chairperson informed about any community concerns or issues that are relevant to this Board.
6. Recognize conflicts of interest between position as a board member and personal and professional life. If such a conflict does arise, declare that conflict before the board and refrain from voting on matters in which a conflict exists. A member must abstain from voting in matters where there is real or perceived conflict of interest. A written declaration will be signed by all board members on an annual basis at the January board meeting. All new members must sign upon entry into the board.

Section C. Chairperson

The Chairperson , he or she shall preside at all meetings of the Board, approve the agenda for each meeting, call special meetings as needed, oversee the operations of the Board, coordinate compliance with Iowa law and these bylaws, and execute documents on behalf of the Board when so authorized.

Section D. Vice Chair/Treasurer

The Vice Chair/Treasurer , he or she shall assume the duties of the Chairperson in that person's absence. He or she shall be responsible for coordinating financial records with the fiscal agent and provide a report to the Board at regular meetings.

Section E. Secretary

He or she shall be responsible for keeping notes that will be given to the Director to make final preparations to be stored in the North Iowa Children's Alliance office and kept track of by the Director. At any time these records should be produced when called upon to do so by the board or the public.

Article XI **VOTING**

Section A. Meeting Protocol

All meetings will be held in accordance with Roberts Rules of Order and Iowa meeting code Chapter 21, Iowa code supersedes Roberts Rules of Order.

Section B. Quorum

One more than half of the members (50%+1 of total filled positions), shall constitute a quorum at any Board meeting. In the event that quorum is not met, the meeting will be postponed for voting action, but an informal information meeting may continue.

A majority vote of those present shall determine all matters of business except the following (3) exceptions which require a two-thirds vote of the total membership of the Board:

- The removal of a member from the board.
- Amending or repealing the bylaws.
- Discontinuation of employer of record or fiscal agent contracts.

Section C. Voting by Board Members

1. Each Board member shall be entitled to vote upon each matter submitted to a vote at a meeting of the Board except in cases of conflict of interest.

Article XII **BOARD MEETINGS**

Section A. Regular Meetings

1. The Board must meet at least quarterly. Public notice of meeting times and a proposed agenda will be made at least (24-hours) in advance of regular board meetings.
 - a. Notice of meeting time, date, tentative agenda, and public location shall be posted on the North Iowa Children's Alliance website.

Section B. Special or Ad Hoc Meetings

The Chairperson may call a special meeting at any time with the approval of (2) additional Board members. The Chairperson must call a meeting within ten days (10) after receiving a written request for such a meeting from a minimum of (3) Board members. Notice shall be provided to all Board members at least (24) hours in advance, except for emergencies. Special meetings will have a closed agenda.

Section C. Annual Meeting

An annual meeting shall be held for the purpose of electing officers and for any other business that requires action. The annual meeting shall be held during the first regularly-scheduled meeting of the calendar year.

Section D. Compliance with Open Meeting Laws

All meetings of this Board will be held in open session as defined in the Code of Iowa Chapter 21.

Section E. Compliance with Open Records

All records of this board will be maintained in accordance with the Iowa Code Chapter 22 (open records). All records will be kept in the designated North Iowa Children's Alliance office.

Section F. Tele-Conference/Electronic Conference

Meetings may be conducted via telephone or virtually. When held virtually, notice will be given of a location for the public to attend.

Article XIII **COMMITTEES**

The Board shall appoint committees as necessary to conduct the business of the organization to consist of as many members as seems advisable. Committees may be advisory, ad hoc, special, or standing as determined by the board. The board will call for committee volunteers to be appointed. .

The committees include but are not limited to the following:

- Executive Committee (Chair, Vice-Chair, Secretary)
- Administration and Development Committee (Board Members)
 - Board Development
 - Nominating Committee
- Community Relations (Board Members/Community Members)
 - Marketing
 - Advocacy
- RFP Development Committee (Board Members)
- RFP Review Committee (Board Members/Community Members)
- Program Oversight Committee (Board Members)
- Community Advisory Committee (Community Members)
- Special Committees – will be appointed as necessary to conduct the business of the board

Article XIV **DESIGNATED STAFF**

The Board will be responsible for hiring or contracting services for the Director and operational staff.

Article XV **DESIGNATION OF FISCAL AGENCY**

The Board will designate its own fiscal agent and a written agreement established. The fiscal agent will be responsible for providing a Quarterly financial report and audit of Early Childhood funds to the Board. The fiscal agent will meet with the Director quarterly to reconcile the spreadsheets the board keeps. The fiscal agent will meet Iowa code (Chapter 256.1) requirements of who can serve as a fiscal agent.

Article XVI **BUDGET**

Section A. Financial Resources

Financial resources of the North Iowa Children’s Alliance are the responsibility of the Board. The Board will:

- Have a clear plan for acquisition of financial resources to pay for the operations.
- Provide guidelines for management and allocation of financial resources that will produce optimum benefit for those we serve.
- Monitor and evaluate the financial plans and guidelines to ensure the financial integrity of the Early Childhood Area.

Section B. Board Contracts

The Board will approve all contracts by a majority vote and may seek reimbursement should the requirements of the contract not be completed satisfactorily.

Section C. Appeals Process

Applicants have the right to appeal the funding decisions based upon a showing that the policies and procedures governing the grant selection process have not been properly applied. The decision of the board will be final.

Article XVII **LIABILITY**

The Board shall provide adequate indemnification and liability insurance coverage for the North Iowa Children's Alliance.

Article XVIII **LEGAL REPRESENTATION**

The Board shall be responsible for selecting and appointing its own legal representation as needed.

Article XIX **AMENDMENT TO THE BYLAWS**

These bylaws may be amended, altered, or repealed by a two-thirds vote of the membership of the Board, provided that at least (10) days written notice has been given. A copy of the proposed amendments must be included in the notice. A proposed amendment shall be considered for first review at one meeting, and voted on for final passage at a subsequent meeting of the Board. Each Board member's vote on an amendment shall be recorded by roll call. The bylaws will be reviewed each year at the annual meeting.

Article XX **DISSOLUTION**

This Board may be dissolved, in a manner consistent with the laws of the State of Iowa, and within the requirements of all funding sources.

Article XXI **CONFLICT OF INTEREST**

A member (or spouse/family) of the North Iowa Children's Alliance Board, who may derive any intentional personal benefit, profit or gain, directly or indirectly, by reason of membership on the board or for services contracted from the board, shall disclose such interest to the board and made a matter of record. The member's abstention from the vote and reason for it will be recorded in the meeting minutes.

A member of the Board, who is also a board member of another organization and which organization may derive benefit by ana North Iowa Children's Alliance Board decision, shall disclose such information to the Board. The member's abstention from the vote and reason for it will be recorded in the meeting minutes.

Board members and employees are prohibited from receiving gifts, fees, loans or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the Board

member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts, with the best interest of the Early Childhood Area in mind.

Since it is not possible to write a policy that covers all potential conflicts, Board members and employees are expected to be alert to and avoid situations that might be construed as conflicts of interests. The Board shall address these issues as deemed appropriate.