

# **BY-LAWS OF CHILDREN FIRST**

**Amended May 20, 2021; Approved by Board June 28, 2021**  
(In accordance with Iowa Code, Chapter 2561, 21, 22, 69.16)

## **ARTICLE I**

The name of the Lee/Van Buren Early Childhood Iowa Area Board is Children First, which is a public entity serving the geographic area of Lee and Van Buren counties in Southeast Iowa.

## **ARTICLE II**

The purpose of Children First is to improve the well- being of families with young children ages zero (0) to five (5) **years of age**.

### Vision Statement

Every child, beginning at birth, will be healthy and successful.

### Mission Statement

Children First empowers children and their families to thrive and prosper through quality services, resources and support, in response to community need.

## **ARTICLE III**

### **GENERAL MEMBERSHIP**

General membership of Children First, through participation in the Early Childhood Task Force **as the advisory committee to the board**, consists of groups or individuals in direct support of the above stated purpose, vision and mission. These may include, but are not limited to: school districts, counties, local boards of health, hospitals, charitable funding groups, Departments of Human Services, religious institutions, area education agencies, Juvenile Court Services, area substance abuse agencies, Community Action Agencies, cities, business organizations, service clubs, consumers, private community-based organizations, neighborhood associations, Child Care Resource and Referral agencies, libraries, public health providers, individuals with early childhood expertise, and child care providers.

### **BOARD OF DIRECTORS**

(In accordance with Iowa Code Chapter 2561)

#### Section A: Number and Composition of Board Members

The Board of Directors of Children First consists of at least seven (7) members, with at least one (1) member in each of the categories listed below. There is allowance for up to two (2) members from each category, with one (1) from each county, for a total of fourteen (14). The categories are as follows:

- Elected Officials
- Education Representatives
- Faith Representatives
- Consumer Representatives
- Health Representatives
- Business Representatives
- Human Services

\*All 7 to 14 board members are elected officials or citizen representatives not employed by a provider of services to or for the area board.

\*While the Children First Board strives for all members to be residents of Lee or Van Buren County, a qualified representative who is not a resident of the stated counties may be seated by the board.

\*Human service, education and health members are not restricted to employees of state departments.

\*Members cannot represent more than one area of expertise.

\*All effort is made by Children First to reflect residents within its geographic area.

\*The board will make every good faith effort to abide by Iowa Code, Chapter 69.16A regarding gender balance on the board.

#### Section B: Appointment and Ratification of Board Members

Board members are chosen through one of the following processes:

##### **1. Mid term opening:**

- a. Recruitment efforts including public notification via various means takes place.
- b. Applicants are interviewed by the personnel committee or have their information presented to the personnel committee **or the** Children First Director.
- c. Recommendations of the personnel committee **or Director** are presented to the full board.
- d. The board votes to seat the new members to fill vacancies.

##### **2. Regular expiration of term:**

- a. Outgoing Board member may choose to mentor their own replacement
  1. Outgoing member selects own replacement and presents candidate to the board
  2. Board votes to accept the new candidate
  3. The new candidate works with the outgoing board member to attend meetings and become oriented to ECI prior to the start of their own term
- b. Recruitment efforts for a mid- term opening may be employed if a suitable candidate cannot be found by the outgoing board member

##### **3. Elected Official position vacated:**

The elected official position for each county is currently filled with a county supervisor assigned to the Board from each county. The Children First Board retains the right to recruit a different elected official in the event that the appointed supervisor is not a suitable fit for the current board makeup. This decision would be made by a simple majority vote of the board members present at the time of the vote.

### Section C: Authority and Responsibilities of the Board

1. Members of the Board will be well versed in the mission and purpose of Children First and be capable of sharing the mission and goals with others.
2. Board members will determine community needs with identified indicators.
3. The Board will utilize identified indicators to set goals and performance measures to achieve desired results for families with children zero to five years of age.
4. The Board will set policies and procedures.
5. The Board will conduct fiscal oversight with program evaluation.
6. The Board will authorize the distribution of funds based on established indicators and results based on identified needs.
7. Member attendance at Board meetings will be a priority. Any member missing three consecutive board meetings or more than half of the meetings in a fiscal year will be considered to have tendered their resignation. It is at the discretion of the board chair to accept or reject that resignation. If the resignation is accepted by the board chair, a new member will be recruited and appointed by the board.
8. The Board will establish and oversee sub committees as needed.
9. The Board will employ a qualified Director and delegate to that individual the responsibility of the day to day administration of Children First activities in accordance with state and federal regulations.

### Section D: Terms of Office

1. Appointments to the Children First Board will be for a three year term with staggered starts. Board members may serve unlimited terms, unless a specific objection is raised by a current board member.
2. Terms of office for the two elected official representatives will be determined per appointment by their respective boards.

### Section E: Resignation

1. Any member may resign from the Board by sending written notice of resignation to the Chair of the Board. The Board will act on the resignation at its next regularly scheduled meeting.

### Section F: Alternates

Each Board member may designate an alternate, as allowed by current law, who will be allowed to vote in place of the member who is absent.

### Section G: Unseating of board members

A board member may be removed by 2/3rds majority vote if they become an unsuitable fit for the board.

## ARTICLE IV

### Governance & Parliamentary Authority

The Board conducts meetings in accordance with Robert's Rules of Order. Decisions other than those which take away the authority of a Board member are passed with a simple majority vote. Those decisions removing authority from a Board member or making changes to these bylaws require a 2/3rds majority vote.

## ARTICLE V

### Officers

Election of officers will occur at the annual Board meeting in June, to go into effect July 1, with each term to be one year in length and each office may be held for two consecutive terms (for a total of two years). A board officer may be elected to a position once again after being absent from the position for one year.

1. Chair: The Chair shall be any current board member. The Chair shall preside over all meetings of the Board; serve as official representative of Children First; sign documents on behalf of Children First; serve on all committees specified in these bylaws; work with the secretary and/or director to prepare agendas for meetings; and call special meetings as needed as well as oversee the operations of the Board and the Board's compliance with Iowa law and these bylaws.

2. Vice Chair: The Vice Chair shall assume the duties of the Chair in the Chair's absence.

3. Secretary: The Secretary shall assume the duties of the Chair in case of the absence of both the Chair and Vice Chair. The Secretary or his/her designee shall be responsible for keeping a complete record of the proceedings of all meetings and actions of the Board and produce such records when called upon to do so at any meeting of the Board. The Secretary or his/her designee shall be the lawful custodian of the records.

4. All three officers of the board may sign regular monthly expense vouchers and Director time sheets and expense documents.

## ARTICLE VI

### Meetings and Records

#### Section A: Schedule and Location

Board meetings shall be scheduled regularly with the goal of at least 10 meetings per year. Meetings must be conveniently scheduled and located for the Board members and the general public. Each agenda of the board includes a time allotment for public comment. Board members may participate by electronic means as long as the board members can hear all that is taking place and the public can hear the board members on the phone or other electronic platform.

#### Section B: Notice of Regular Meetings

Notice shall be provided to all Board members at least five calendar days in advance of the meeting. The notice of the meeting and the proposed agenda will be created, in consultation with the Chair, and distributed by the Children First Director or the Board Secretary in the absence of the Director. Board members may request additions to the agenda by contacting the Director up to twenty four hours in advance of the meeting. Meeting notice is posted on the Children First website and emailed to each county auditor for public posting a minimum of 24 hours in advance of the meeting.

### Section C: Special Meetings

The Chair may call a special meeting at any time with the approval of two additional Board members. The Chair must call a special meeting within ten days after receiving a written request for such meeting from a minimum of three Board members. Notice will be given to all Board members and posted on the Children First website a minimum of 24 hours in advance of the meeting.

### Section D: Organizational Meetings

An organizational meeting shall be held for the purpose of electing officers and for any other business that comes before it. The organizational meeting shall be held during the last regularly scheduled meeting of the fiscal year, which ends June 30<sup>th</sup> yearly.

### Section E: Compliance with Open Meeting/Open Records Laws

All Children First Board regular, special and committee meetings will comply with Iowa's Open Meeting and Open Records Laws. The public may contact the Children First Director in person, by phone or mail to ask to examine public records of the board.

## **ARTICLE VII**

### **Quorum**

All meetings of the Children First Board will require a simple majority to meet quorum which is defined as 50% of the filled member positions plus 1. (Example: if all 14 positions are filled at the time of the meeting, attendance of 8 voting members would be required for quorum).

## **ARTICLE VIII**

### **Committees**

Standing committees will be appointed by the Board at the annual meeting in June. Membership on committees is voluntary and may include representation from both counties. Board members are allowed and encouraged to serve on more than one committee if they wish. Committees will meet on an as needed basis. Committees will make recommendations to the larger Board who will then complete the decision making at the regular or special meeting held to address the issue.

#### **Bylaws committee**

The bylaws committee will review bylaws to make recommendations to the Board for any changes.

#### **Personnel/Executive Committee**

The Personnel/Executive Committee will provide oversight and evaluation of the Director, be responsible for the new board member application process and provide recommendations to the Board.

#### **Advisory Committee**

Children First has established the Early Childhood Task Force as the advisory committee to the Board. The role of this committee is to investigate, assess, and advocate for the needs of the residents of the Children First area. The ECTF will recommend a course of action to mobilize resources necessary to help meet the Children First area's needs, empower the collaborative efforts within the communities served and make recommendations to the Board. Membership is open to any individual with an interest in children ages zero to five and their families.

#### **Finance Committee**

The finance committee will provide fiscal oversight of program funds as needed.

#### **Ad Hoc Committees**

Ad Hoc Committees will be developed by the Board on an as needed basis.

## **ARTICLE IX**

### **Conflicts of Interest**

Members of the Children First Board must abstain from voting on any issue that may be viewed as a conflict of interest. All Board members will sign a Children First Conflict of Interest statement at the annual organizational meeting.

## **ARTICLE X**

### **Liability**

The Children First Board will obtain and maintain the appropriate insurance and liability coverage using administrative funds.

## **ARTICLE XI**

### **Legal Representation**

Children First will be responsible for legal representation.

## **ARTICLE XII**

### **Amendment to the Bylaws**

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a two-thirds vote of the voting membership of the Board, provided that at least eleven days written notice has been given to all Board members of the intention to alter, amend, repeal or adopt new bylaws at such meeting. A copy of the proposed changes must be included with the notice. Amendments must be brought before the board at one meeting and the board votes on the amendments at a subsequent meeting in order to allow ample notice and time for Board members to consider the changes.

## **ARTICLE XIII**

### **Right to Appeal**

All appeals to a Board decision must be in written form addressed to the Chair and submitted to the Children First Director. Appeals must be received within ten business days following receipt of the notice of decision. The designated review committee will convene and consider the appeal within thirty days of receipt. The committee will bring a recommendation to the Board during its next regularly scheduled meeting. The Appellant shall be notified of the final decision within five business days following the decision of the Board.

## **ARTICLE XIV**

### **Dissolution of Board**

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