

ARTICLE I NAME

Section 1. The name of the Board is Corner Counties Early Childhood Area (CCECA) Community Board.

Section 2. These bylaws are standards subordinate to the Iowa Code, Chapters 256I, 21, 22, 69.16 and are always subject to provisions of the Code.

Section 3. Corner Counties Early Childhood Area consists of Fremont and Page Counties, Iowa.

ARTICLE II PURPOSE

The Corner Counties Early Childhood Area Board will collaborate with community resources to nurture children so they will be safe, healthy, well-adjusted socially and ready to learn.

ARTICLE III MEMBERSHIP

Section 1. Number: The Board will have no fewer than seven and no more than thirteen members.

Section 2. Qualifications: All Board members with the exception of the required education, health and human service representatives shall be residents of the CCECA; the required education, health and human service representatives shall work within the bounds of the early childhood area. Board members shall not be persons employed by any provider of service or entity that receives funding from the CCECA Board, nor persons who participate on the governing board of any such entity.

Section 3. Composition. The members of the Board shall represent the two counties of the early childhood area in as nearly equal numbers as possible. The members of the Board shall represent both male and female gender in as nearly equal numbers as possible. The members of the area Board shall be elected officials or members of the public who are not employed by a provider of services to or for the area Board. In addition, the membership of the area Board shall include representation from early care, education, health, human services, business, and faith interest, and at least one parent, grandparent, or guardian of a child from zero through age five. Members cannot represent more than one area of expertise. The Board shall have no ex officio members.

Section 4. Term of Service. Members of the Board shall serve three-year staggered terms in three classes of nearly equal number, each beginning on July 1. No member shall serve for more than six consecutive years; after six years one must refrain from membership on the Board for at least a year before being eligible to serve again. Prospective Board members shall be nominated by the Nominating Committee and shall be elected to the Board by a majority vote of the Board members present and voting.

Section 5. Early Childhood Iowa Area Board Duties.

1. The CCECA Board shall perform those responsibilities required by the Iowa Code Section 256I.8:I removed the lengthy responsibilities just quoted the Code.

Section 6. Reimbursement for Board associated expenses. Board members may be reimbursed for expenses incurred associated with Board operations as approved by a majority vote of the Board.

Section 7. Resignation. A member of the Board no longer able to serve shall submit a letter of resignation to the Chair of the Board. If a Board member is appointed to a board of a provider of service or entity that receives early childhood funding or takes employment with such provider or entity that member shall resign immediately from the local Board by submitting a letter of resignation to the Chair. Any member missing three consecutive meetings without giving notice or more than half of the meetings in a fiscal year shall be considered to have tendered resignation. In this last case, the resignation shall be considered by the Board Chair and may be accepted, postponed or rejected.

Section 8. Liability. The Board shall purchase and maintain insurance to save harmless and indemnify its members, officers and employees against any tort claim or demand, whether groundless or otherwise, arising out of an alleged act or omission occurring within the scope of their duties on behalf of the Board (Iowa Code Section 670.8).

ARTICLE IV GOVERNANCE

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the CCECA Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws, State laws, and any special rules of order the Board may adopt.

The quorum for the conduct of business shall be a simple majority of total membership positions filled. The Chairperson will only vote in the event of a tie or to cause a tie.

The Board's bylaws may be amended at any regular meeting of the Board by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

The CCECA Board makes their decisions based on facts, information and board discussion followed by votes being cast with a simple majority ruling.

ARTICLE V OFFICERS

Section 1. Officers and Duties. The officers of the CCECA Board shall be the Chair and the Vice-Chair.

A. Chair: The Chair shall be an elected official or citizen representative as defined by the Iowa Code Section 256I.7. The Chair will preside at all meetings unless unable to attend. In the event that the chairperson is unable to attend a meeting, the vice-chairperson will preside. The Chair will assure the preparation of the agenda for each meeting, call special meetings, oversee the operations of the Board and Board's compliance with Iowa law and these by-laws, and execute documents on behalf of the Board when approved by the Board. The Chair will only cast a vote in the event of a tie or to cause a tie.

B. Vice-Chair: The Vice-Chair shall be an elected official or citizen representative. The Vice-Chair will preside at meetings in the absence of the Chair and conduct such administrative duties as the Chair may direct.

Section 2. Election of Officers. Every year at the May meeting of the Board the Nominating Committee shall present a slate of candidates for office, one candidate for each office. Nominations from the floor shall be permitted. Elections shall be held at this meeting, and those elected shall take office on the succeeding July 1.

Section 3. Term of Service. Officers shall serve a term of one year and shall be eligible for reelection for as long as they are eligible to remain members of the Board. In the event of the resignation of an Officer, Board members present at the meeting in progress at the time the resignation is accepted will be asked to make nominations, and a vote to elect that particular officer will be taken. The individual elected at this meeting will immediately take office.

ARTICLE VI MEETINGS

Section 1. Regular Meetings. Regular meetings of the CCECA Board shall be held as determined by the CCECA Board. The Board shall meet at least every other month at a time and place determined by the Chair at the beginning of each fiscal year. Telephonic meetings may be conducted in compliance with Iowa Code Section 21.8 Electronic Meetings.

Section 2. Cancellation. A regular meeting may be cancelled in event of an emergency or threatening weather that could preclude a quorum from being present upon the decision of the Chair and with not more than one-third of the membership of the Board objecting.

Section 3. Special Meetings. The Chair shall call a special meeting of the Board at any time with the approval of two additional Board members, giving at least twenty-four hours notice of such meeting. A quorum of a special meeting shall be the same as the quorum of a regular meeting.

Section 4. Open Meetings Law. No less than twenty-four hours' notice shall be given as to the date, time, place and proposed agenda of each meeting. Meeting schedules and agendas are available at the CCECA website. All regular, special, and committee meetings shall be conducted in accordance with the Iowa Open Meetings Law (Iowa Code, Chapter 21).

Section 5. Agenda. The Agenda will be prepared by the CCECA Director and approved by the chairperson. Any CCECA Board member may request an item be placed on the agenda by notifying the CCECA Director at least 5 days before the scheduled Board meeting. The agenda shall include an opportunity for public comments. CCECA Board members will receive an agenda at least twenty-four hours prior to any regular or special meeting of the CCECA Board, unless for good cause such notice is impossible or impractical.

Section 6. Board and Committee Meeting Minutes. The CCECA Director shall be responsible for recording the minutes of all Board and committee meetings. All Board minutes will be posted on the Board's website 24 hours prior to the next regular

scheduled Board meeting. All committee minutes will be posted on the Board's website 24 hours prior to the next scheduled committee meeting.

Section 7. Open Records Law. The official records of the Board shall be available to the public and kept at the office of the CCECA at 114 East Washington Street, Clarinda, Iowa, under the oversight of the Early Childhood Area Director. An individual may request to schedule a time to review the records by contacting the Early Childhood Area Director in writing. The records may also be found at the CCECA website. The official records of the CCECA Board are kept in accordance with the Iowa Open Records Law (Iowa Code, Chapter 22); however, in the event that copies of records are requested, standard charges may apply.

ARTICLE VII COMMITTEES

Section 1. Appointment. Standing committees shall be appointed at the beginning of the fiscal year. Members of committees shall be appointed by the Chair and confirmed by a majority vote of the Board. Vacancies on committees shall be filled as soon as possible, but no later than the next scheduled Board meeting.

Section 2. Authority. Committees of the Board carry out administrative tasks at the Board's direction and make recommendations to the Board, but do not make decisions on behalf of the Board.

Section 3. Committee Officers. The Board Chair shall appoint a Chair of each committee from those Board members appointed to the committee. The CCECA Director shall serve as Secretary for each committee. The Chair is responsible for conducting the committee's business and reporting to the Board on behalf of the committee and the CCECA Director is responsible for maintaining a record of the committee's decisions and actions.

Section 4. Finance Committee. The Board shall have a standing Finance Committee. The Finance Committee shall review bills to assure that they conform to the Board's annual budget, shall advise the Board on appropriate financial procedures, and may recommend to the Board its annual budget. The committee shall consist of two Board members and the CCECA Director.

Section 5. Nominating Committee. The Board shall have a standing Nominating Committee. The Nominating Committee shall nominate potential Board members in accordance with the limitations specified in Article III and in the Iowa Code, Chapter 256I, and shall nominate officers as described in Article IV. The committee shall consist of two Board members and the CCECA Director.

Section 6. Early Childhood Advisory Committee. The Board shall have a standing Early Childhood Advisory Committee. The Early Childhood Advisory Committee shall review and assist with community assessment and identified community needs, assist with community plan review and revision, community resource mapping, community plan evaluation process; and identification and revision of community indicators and priorities. The committee shall consist of one Board member, the CCECA Director, identified early childhood partners, and other interested individuals.

Section 7. Board Processes Committee. The Board shall have a standing Board Processes Committee. The Board Processes Committee shall review the CCECA Board

By-Laws and recommend revisions as needed, provide for compliance with legislation and for Board trainings, monitor the Board's processes for evaluation and self-evaluation, provide for relationships with staff and review of their work, and recommend and conduct the Board's grievance procedure. The committee shall consist of two Board members, the Board Chair and the CCECA Director.

Section 8. Ad hoc Committees. The Board may create such ad hoc committees as needed upon appointment of the Chair and confirmation by a majority vote of the Board.

ARTICLE VIII CONFLICT OF INTEREST

At the beginning of each fiscal year or at the beginning of a term of service commencing at any other time each Board member shall disclose in writing any conflict of interest or perceived conflict of interest and shall refrain from voting on any matter in which the Board member has a conflict or perceived conflict. Abstentions will be recorded within the meeting minutes. Board members are presumed to have a conflict of interest if they 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.

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