



BY-LAWS
of CHILD DEVELOPMENT RESOURCES OF VENTURA COUNTY, INC.

Revised and Approved by Board of Directors on July 24, 2013

ARTICLE I

Purpose

Section 1. Child Development Resources (CDR) is committed to enriching and strengthening the lives of children and their families in Ventura County through quality children's programs.

CDR actively seeks to develop, secure, and promote a variety of programs and resources to serve the needs of children, families, and the community. The private, non-profit corporation receives government and private contracts to administer the Child Care Resource & Referral program, Subsidized Child Care, and the Head Start Preschool program. All children, including those with special needs and those at risk, can benefit from delivery of comprehensive development services. Through our programs, we assist families in their own efforts to improve the condition and quality of family life.

CDR invests its resources, in cooperation with parents and the community, in an ongoing effort to make, for the children they serve, a better present upon which they can build a fuller future.

ARTICLE II

Board of Directors Primary Function

Section 1. The Board of Directors of Child Development Resources of Ventura County, Inc., views its primary function to provide oversight and monitoring of all CDR services to children and families. The Board sets policy by engaging members' expertise in the fields of children's early-care, education, law, accounting, investment planning, administration, small business, child rearing, and direct experience gained as a former or current client in a CDR program. The Board invests considerable time in learning funding terms, regulations, and program operations in order to meet the conditions of the agency's government funders, including participating in reviews, audits, visits, strategic planning, training, an annual retreat and other direct tasks.

The role of fundraising for the organization is monitored by the Board, but is not the exclusive or primary duty of Board membership. Government funding is the main source of financial support due to the high cost of programs. These high costs, which necessitate government investment, shape the goal of fund-raising at CDR to support special projects, community awareness, outreach and other items not covered by government funding. The Board feel members can be effective advocates for program funding by increasing local awareness and engaging local, state, and national decision-makers to support CDR and our programs. CDR can and has contracted for various fundraising services, which are administered by the staff of CDR.

The Board, in order to expand fundraising options without changing the primary functions of oversight and monitoring, may elect to establish a volunteer Advisory or Fund Development Board, whose tasks would be to raise funds for a specific agency or program need. This Advisory or Fund Development Board, would not have the responsibilities or privileges of the Board of Directors, but would operate under separate charter with oversight of the Board of Directors of the Corporation.

Membership

Section 2. Number of Board Directors: The Corporation shall consist of at least nine (9), but not more than nineteen (19), Directors.

Section 3. Composition: The Board shall be composed as follows:

- a) Not less than one member shall have a background and expertise in fiscal management or accounting.
- b) Not less than one member shall have a background and expertise in early childhood education and development.
- c) Not less than one member shall be a licensed attorney, familiar with issues that come before the governing body.
- d) Additional members shall:
 - i. Reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs.
 - ii. Be selected for their expertise in education, business administration, or community affairs.
- e.) If a person described in (a.), (b.), and (c) is not available to serve as a member of the governing body, the governing body shall use a consultant or other individual with relevant expertise, with the qualifications described in those sections, who shall work directly with the governing body.

Section 4. Conflict of Interest Statement: Members of the Board shall:

- a) Not have a financial conflict of interest with CDR
- b) Not receive compensation for serving on the Board or for providing services to CDR
- c) Not be employed, nor shall members of their families be employed by CDR
- d) Operate as an entity independent of staff employed by CDR

In the event a Board Member has a conflict of interest, or the appearance of a conflict of interest, that member may be removed by majority vote of the Board.

Section 5. Method of Selection: The Directors shall be community members and shall be reflective of the interest of the Corporation. They shall be elected or appointed by the Board.

Section 6. Term of Membership: The membership for each Board Director shall be three (3) years. Membership shall become effective as of the first regular Board meeting following official election or appointment. Upon the conclusion of any term, a Board Member may request in writing to serve another term with Board approval.

Section 7. Removal of Board Director: Any Director of this Board who fails to attend three (3) consecutive meetings or four (4) meetings during a six (6) month period may be terminated as a Director by a majority vote of the remaining Board of Directors.

Section 8. Resignation: Any Board Director may resign at any time by giving written notice to the Board.

Section 9. Vacancies: Any vacancy on the Board of Directors, below the established minimum requirement of nine (9) members, should be filled within sixty (60) days of the effective date of the vacancy.

Section 10. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

- a) To the extent that a person, who is, or was, a Director, officer, employee, or other agent of this Corporation, has been successful in the defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, therein, such person may be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding, provided that the Board of Directors, in the exercise of its discretion, concludes after a 2/3 majority vote, that indemnification is appropriate.
- b) If such person either settles any such claim or sustains a judgment, fines, settlements, and other amounts reasonably incurred in connection with such proceeding, may be provided by this Corporation, but only to the extent allowed by and in accordance with the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE III

Meetings of Directors

Section 1. Meetings: A regular monthly meeting shall be held at least ten (10) months during the year. Special meetings may be called by the President or the Vice-President in the event the President is unable to act because of absence or illness, or by a majority of the Executive Committee.

Written notice of each regular meeting is required. Minutes of the previous meeting and advance agenda shall be distributed to Directors one (1) week prior to the regular meeting date. Twenty-four (24) hours written notice is required for any special meeting, stating the general business or matter to be considered.

Public posting of meetings shall be done seventy-two (72) hours in advance of meetings in accordance with the Brown Act.

Section 2. Quorum: The presence of 51% of the total directorship shall constitute a quorum for any meeting of this Corporation.

Section 3. Telephonic Participation in a Meeting: If a Director is unable to attend a Board or Committee meeting in person, he or she may participate telephonically if written notice is posted for the public and other Directors seventy-two (72) hours in advance, stipulating the address where the call will be originating, and must be in such a place that other Directors and the public can also participate.

ARTICLE IV

Officers

Section 1. The Officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer, and any other Officer the Corporation may from time to time appoint.

Section 2. Election: The Officers of the Board shall be elected annually. Vacancies which may occur among the officers shall be filled by election by the Board Members at the next regular or special meeting.

Section 3. Removal & Resignation: Any Officer may be removed by vote of a majority of the Board Members at any regular or special meeting, provided notice of such proposed action is contained in the advance agenda.

Any Officer may resign at any time by giving written notice to the Board.

Section 4. President: Eligibility - No person shall be eligible for the office of President of the Corporation, unless he or she is present at the time of election, and is a voting Director in good standing of this Corporation.

He or she shall preside at all meetings of the Board of the Corporation. He or she shall be an Ex-officio Director of all standing committees, and shall have other powers and duties as may be prescribed by the Corporation and the By-Laws.

Section 5. Vice-President: In the absence or disability of the President, the Vice-President shall perform all of the duties of the President, and when so acting shall have all the powers and be subject to all of the restrictions upon the President. The Vice-President shall assist, upon request of the President, with any of the duties and functions of the President and shall serve as President-elect.

Section 6. Secretary: The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Corporation may order, of all meetings of the Corporation Directors, with the time and place of holding, whether regular or special, and

if special, who authorized, the notice given thereof, the names of those present at Corporation meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the Corporation, a regular roll showing the names of all Directors and their respective addresses and, upon termination of directorship, the date on which such directorship ceased.

The Secretary shall give, or cause to be given, notice to all meetings of the Directors and of the Corporation required by the By-Laws and current public law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Corporation or by the By-Laws.

Section 7. Treasurer: The Treasurer shall keep, or cause to be kept, accurate records of all receipts and disbursements and all other financial records necessary to conduct the business of the Corporation, and shall serve as chair of the Finance Committee.

ARTICLE V

Committees

Section 1. Standing Committees: The following standing committees shall be appointed by the President and shall consist of the President and such number of Directors as fixed by the By-Laws:

- a) Executive Committee
- b) Personnel/Membership Committee
- c) Finance Committee
- d) Program Review Committee
- e) Fundraising Committee
- f) Investment Committee

Section 2. Executive Committee: There shall be an Executive Committee composed of the Officers of the Corporation and the Immediate Past President. It is anticipated that the Executive Committee will ordinarily be comprised of five (5) individuals; President, Vice President, Secretary, Treasurer, and the Immediate Past President. This composition will create an 'odd' number and permit the creation of a quorum of three (3) individuals.

The Executive Committee shall meet at the discretion of the President and may consider any and all matters to come before the Corporation. A quorum for transaction of any business of this committee shall consist of 51% of the Membership. The Executive Committee is designed to address problems faced by the Corporation that arise on a short term or immediate basis that requires Board of Director's action. The Executive Committee is not intended to supplant the authority of the Board of Directors. Typically, it is expected that the Executive Committee will address issues of Board of Director's recruitment or to execute contracts that cannot wait until a regularly scheduled Board of Director's meeting. Notice for an Executive Committee meeting must comply with the requirement of Article III, Section 3, of these By-Laws.

Section 3. Personnel/Membership: This committee will consist of at least three (3) Directors and deal with all directorship matters as prescribed in the Board of Director's Operations

Manual and any other matters as determined by the Corporation, and all Membership matters as prescribed by the Corporation Personnel Policies.

- Section 4. Finance Committee: The Treasurer of the Board shall chair a Finance Committee of at least three (3) Directors and shall keep, or cause to be kept to by the Director of Finance, accurate records of all receipts and disbursements and all other financial records necessary to conduct the business of the Corporation.
- Section 5. Program Review Committee: This committee shall consist of at least three (3) Directors and shall oversee the performance of all programs of the Corporation and report that performance to the Board.
- Section 6. Fundraising Committee: The committee may consist of both, Board Members and non-members, and shall plan and recommend fundraising activities for the Corporation.
- Section 7. Investment Committee: This committee shall consist of three (3) Directors and the Trustees of the retirement plans. The committee shall oversee and monitor retirement, endowment funds, and other corporate investments, and report performance to the Board.
- Section 8. Other Committees: Other committees shall be established by the President's call for volunteers, for such purposes as shall be required to properly and efficiently conduct the business affairs of the Corporation. Typically, a committee will have an odd number of members with a minimum composition of three (3) members. An example of such a committee is the Chief Executive Officer's Performance Review Committee, that after establishment follows procedures outlined in the Board of Director's Operations Manual.
- Section 9. Representatives to Other Boards or Groups: The President may appoint representatives to additional Boards and groups as determined by the Corporation.

ARTICLE VI

Amendments

- Section 1. Power of Voting Directors: New By-Laws may be adopted or these By-Laws may be amended or repealed by a majority of the voting Directors present at any meeting, at which time a quorum is present and providing advance notice has been given. The changes being considered will be discussed at one Board meeting and action taken at a subsequent meeting.
- Section 2. Review of By-Laws: The By-Laws shall be reviewed annually in a process to be determined by the Board President.

ARTICLE VII

Corporate Records and Reports

- Section 1. Books of Account: The Corporation shall keep and maintain adequate and correct accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Section 2. Records Available to Assessor: On request of an assessor, the Corporation records shall be made available at its principle office in California, or at a place mutually acceptable to the assessor and to the Corporation.
- Section 3. Inspection of Records by Officers: The books of account shall at all reasonable times be open to inspection by any Officer. Every Officer shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to make copies.
- Section 4. Inspection of Records by Directors: The books of account, and the minutes of the meetings of the Officers, Directors, and standing committees, shall be open to inspection on the written demand of any voting Director at any reasonable time, for a purpose reasonably related to the interests of the Director and shall be exhibited at any time when required by the demand of ten (10) percent of the voting Directors of the Corporation. Such inspection includes the right to make copies. Demand of inspection other than at a Directors meeting shall be made in writing to the President or Secretary of the Corporation.
- Section 5. Annual Report and Financial Statement: The Officers shall cause to be prepared and submitted to the Directors a written annual report, including a financial statement. Such report shall summarize the Corporation's activities for the preceding year; the financial statement shall consist of a balance sheet as of the close of business of the Corporation's fiscal year, contain a summary of receipts and disbursements, be prepared in such manner and form as is sanction by sound accounting practices and be certified by the President, Secretary, Treasurer, or a public accountant.
- Section 6. Corporate Seal: The Corporation shall not have a corporate seal.
- Section 7. The Corporation complies with all laws, ordinances and regulations that apply to its operations.

ARTICLE VIII

Fiscal Year

- Section 1. The Fiscal Year of the Child Development Resources of Ventura County, Inc. shall be July 1 through June 30.