

BY-LAWS
of
HEAD START COMMUNITY PROGRAM OF MORRIS COUNTY, INC.
A NEW JERSEY NON-PROFIT CORPORATION

ARTICLE I

SECTION 1. NAME:

The name of this corporation shall be HEAD START COMMUNITY PROGRAM OF MORRIS COUNTY, INC., A NEW JERSEY NON-PROFIT CORPORATION.

SECTION 2. PRINCIPAL OFFICE:

The Corporation shall have and shall continuously maintain in the County of Morris, State of New Jersey, a registered office and registered agent whose address is identical with such registered office; and may have other offices within or without the State of New Jersey as the Board of Directors shall from time to time determine.

SECTION 3. CORPORATE SEAL:

The seal of the corporation shall consist of a flat circular with the words Head Start Community Program of Morris County, A New Jersey Non-Profit Corporation, Incorporated 1984.

ARTICLE II

SECTION 1. STATEMENT OF PURPOSE:

- A. The purposes of this corporation are limited to charitable and educational purposes, including the management, operation, funding and development of the Head Start Community Program of Morris County, Inc., together with such other services as will support, encourage and enrich the families served by the Head Start Program.
- B. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provisions of any further United States Internal Revenue Code), including for such purposes as the provision of a free preschool program for Morris County's low-income preschool children and the provision of services to meet the educational, social, health and nutritional needs of Head Start children and their families.
- C. To make By-Laws for the management of its property and the regulation of its affairs; to contract and be contracted with; to take and hold by lease, gift, purchase, grant, devise or bequest, any property, real or personal, necessary or desirable for the attainment of the objectives and the carrying into effect the purposes of the corporation; to transfer and convey

its real or personal property; to exercise any corporate powers necessary or incidental to the exercise of the powers herein enumerated.

- D. No part of the net assets of the Corporation shall inure to the benefit of, or be distributed to, its members, if it has any, or to its officers, directors, or any other private person or entity, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II herein, including reimbursement of reasonable and necessary expenses incurred by directors and officers in the course of their duties as directors and officers of the Corporation.
- E. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.
- F. Notwithstanding any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any further United States Internal Revenue Code.)

ARTICLE III

SECTION 1. ELIGIBILITY FOR MEMBERSHIP:

- A. Eligibility for membership to the Board of Directors shall be comprised of community representatives, professional persons and parents of children currently or formerly enrolled in Head Start, including a non-voting representative of the Policy Council to serve as a liaison between the Policy Council and Board of Directors. Board members must be at least 18 years old.
- B. No member of the Board of Directors shall be employed by Head Start related to any employee of the agency as follows: husband, wife, father, mother, sister, brother, son, daughter, father-in-law, son-in-law, daughter-in-law, all step relatives, first aunts, first uncles and first cousins.
- C. No person may sit on the Board who has a financial conflict of interest with Head Start or is an officer or employee of an organization contracting to perform a service for any component of the Head Start Community Program of Morris County (HSCPMC).
 - 1. Exception: The Board may grant an exception from the strict application of this section where it determines that the personal interest of an otherwise qualified prospective Board member is so remote or minor that it would be unreasonable to question that person's ability to impartially serve the best interests of HSCPMC. The reasons for an exception shall be set out in the Board's minutes at the time it approves the new membership.

- D. The term of membership shall be three years. Board members may be re-elected for additional terms of membership by majority vote of the sitting board.

SECTION 2. TOTAL MEMBERSHIP:

- A. The total membership shall consist of no less than seven (7) and no more than fifteen (15) members consisting of community representatives, professionals who live in or whose businesses serve Morris County, and parents of currently or formerly enrolled children.
- B. The Board shall be composed as follows:
 - 1. One or more members with a background and expertise in fiscal management or accounting.
 - 2. One or more members with a background and expertise in early childhood education and development.
 - 3. One or more members that are licensed attorneys familiar with issues that come before the governing body.
 - 4. Members who reflect the community being served and include parents of children who are currently or were formerly enrolled in Head Start.
 - 5. Members selected for their expertise in education, business administration or community affairs.
 - 6. If a person described in B1, 2 or 3 is not available to serve as a member of the Board, the Board shall use a consultant or another individual with relevant expertise and the qualifications described in that clause to work with the Board.
- C. Members of the Board shall not receive compensation for serving on the Board or for providing services to Head Start.
- D. Members of the Board shall operate as an entity independent of staff employed by the Head Start agency.

SECTION 3. NOMINATION AND ELECTION OF THE BOARD OF DIRECTORS:

Candidates for the Board of Directors may be recommended to the Nominating Committee by current Board members or the Executive Director. The Nominating Committee will examine the candidate's profile, may meet with the candidate and, based on the needs of the Board, either recommend his/her appointment to the Board or keep the profile on file until such time as the Board has a need for someone with his/her qualifications.

Following recommendation by the Nominating Committee, the Board of Directors will vote on the candidate. Election to the Board will be by a majority of the Board of Directors. Board members are elected on an ongoing basis.

SECTION 4. VOTING RIGHTS:

Each member of the Board shall have one (1) vote. There shall be no proxy vote by any member.

SECTION 5. QUORUM:

A quorum shall consist of a minimum of one-half (½) of the current members of the Board of Directors.

SECTION 6. MEETINGS:

- A. The Board of Directors shall have a minimum of ten (10) regular meetings per year.
- B. Regular Meetings – Monthly meetings shall be held on a regular day of the month as determined by the Board of Directors. Meeting notices shall be postmarked at least five (5) days prior to the start of the regular meeting.
- C. Special Meetings – The President may, when he/she deems it expedient, call a special meeting of the Board of Directors for the purpose of transacting any business designated in the call. Members of the Board shall be notified by telephone or in writing at least five (5) days prior to the date of such special meeting. At such special meeting, no business shall be conducted other than as designated on the call or notice.
- D. Action Without a Meeting – The Board of Directors or a committee of the Board may participate in a meeting of the Board or a committee of the Board via telephone conference, or other electronic listening device, or any other means, as long as every person participating in the meeting may clearly hear one another and as long as the proper notice was given or waiver of notice obtained. Action may be taken by the Directors without a meeting if unanimous written consent to such action is obtained by all directors entitled to vote thereon.
- E. Roberts Rules of Order – Parliamentary procedure shall be followed at all meetings of the Corporation, as set forth in Roberts Rules of Order, as amended.
- F. Minutes – Written minutes shall be kept of each Board meeting and shall include a record of votes on all motions. Completed written minutes must be given to the Executive Director within seven (7) days of the meeting. Minutes of the previous Board meeting shall be distributed to all Board members prior to the next meeting and shall also be made available to the public for inspection.

SECTION 7. TERMINATION OF MEMBERSHIP:

- A. Membership on the Board of Directors may be terminated by a majority vote if a member is absent from three (3) meetings without having submitted a reasonable excuse in writing to the Board Secretary prior to the meeting at which the vote is taken.
- B. After a Board member misses three (3) meetings, the chairperson of the Nominating Committee will write to the member that their seat on the Board is in jeopardy.
- C. The member's response to the letter will be discussed at the following Board meeting when a vote to ask for resignation will be taken.

SECTION 8. RESIGNATION:

A member of the Board may resign at any time and shall file a written statement of resignation with the Board Secretary. Resignation will be effective upon receipt of the written statement, unless another date is given.

SECTION 9. CONFLICT OF INTEREST:

A conflict of interest shall occur whenever any individual who has control or substantial influence over the affairs of the Corporation (the interested party) or any family member of the interested party, is involved in a situation where the affairs of the Corporation may conflict with the interested party's personal interest(s).

Whenever a conflict of interest arises, or the appearance of a conflict of interest, any director and especially such director or officer with the conflict (hereafter the “interested director” or “interested officer”) shall disclose in good faith the material facts as to such material conflict of interest, or financial interest, or appearance of conflict of interest. All conflicts of interest must be disclosed to the Board of Directors as soon as the conflict is apparent.

Any action of the Corporation to approve activity in which a conflict of interest exists, or the appearance of a conflict exists, shall be approved only by a two-thirds (2/3) majority of the disinterested directors.

SECTION 10. AWARD AND ADMINISTRATION OF CONTRACTS:

No employee, officer, or agent of Head Start shall participate in the selection, award or administration of a contract supported by Federal funds if a real or apparent conflict of interest would be involved. A conflict may arise when the employee, officer, or agent, or any member of his/her immediate family, his/her partner, or an organization that employs or is about to employ any of the parties indicated therein, has a financial or other interest in the firm selected for an award.

The officers, employees, and agents of the recipient shall neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, or parties to subagreements. Employees who violate these standards of conduct shall be subject to Type I disciplinary action as listed in the Head Start Community Program of Morris County Personnel Policies and Procedures. The Board of Directors and Policy Council shall determine disciplinary actions to be applied to their respective members.

SECTION 11: RESPONSIBILITIES OF THE BOARD OF DIRECTORS:

- A. Clarify the Corporation’s mission.
- B. Interpret the mission statement to the public and enhance the Corporation’s public image.
- C. Set long-range plans and approve goals and objectives.
- D. Establish policies and other guidelines for Corporate operations.

- E. Be legally and fiscally responsible for administering and overseeing programs and all aspects of the Corporation's operations, including the safeguarding of Federal funds.
- F. Ensure the Corporation's financial stability and solvency.
- G. Adopt practices that assure active, independent and informed governance of the Head Start agency and fully participate in the development, planning and evaluation of the Head Start program.
- H. By a majority vote and with Policy Council approval, hire, approve the compensation of and, if necessary, remove the Executive Director. The Board shall also support and assess the performance of the Executive Director, who shall oversee the Corporation's day-to-day activities.
- I. Ensure compliance with Federal, State and Local laws and regulations.
- J. Evaluate the performance of the Corporation and of the Board itself.
- K. Other activities:
 - 1. Establish procedures and criteria for recruitment, selection and enrollment of children.
 - 2. Review all applications for Federal funding and amendments to applications for funding.
 - 3. Establish procedures and guidelines for accessing and collecting information.
 - 4. Review and approve all major policies of the agency, including:
 - a. The annual self-assessment and financial audit.
 - b. The agency's progress in carrying out the programmatic and fiscal provisions in the agency's grant application, including implementation of corrective action.
 - c. Personnel policies of the agency regarding the hiring, evaluation, termination and compensation of agency employees.
 - 5. Develop procedures for how member of the Policy Council are selected.
 - 6. Approve financial management, accounting and reporting policies and compliance with laws and regulations related to financial statements including the:
 - a. Approval of all major financial expenditures of the agency.
 - b. Annual approval of the operating budget of the agency.
 - c. Selection of independent financial auditors who shall report all critical accounting policies and practices to the Board.
 - d. Monitoring of the agency's actions to correct any audit findings and of other actions necessary to comply with applicable laws and regulations governing financial statement and accounting practices.
 - 7. Review results from monitoring, including appropriate follow-up activities.
 - 8. Approve personnel policies and procedures, including policies and procedures regarding the hiring, end-of-school- year evaluation, compensation and termination of the Executive Director, Head Start Director, Director of Human Resources, Chief Fiscal Officer and any other person in an equivalent position with the agency.
 - 9. Establish, adopt and, at least every three years, update written standards of conduct that establish standards and formal procedures for disclosing, addressing and resolving:
 - a. Any conflict of interest and any appearance of a conflict of interest by members of the Board, officers and employees of the Head Start agency, and consultants and agents who provide services or furnish goods to the Head Start agency.

- b. Complaints, including investigations, when appropriate.
10. To the extent practicable and appropriate, at the discretion of the Board, establish advisory committees to oversee key responsibilities related to program governance and improvement of the Head Start program.

SECTION 12. IMPASSE:

It is the purpose of the Policy Council and Board to work together in order to provide services to Head Start children and parents, while maintaining the Head Start philosophy/mission statement. It is the single purpose of the two groups to do so in a manner that will be most beneficial for staff, parents and children. In all situations where both groups must come to a mutual agreement, all efforts will be made to establish measures that will assure the implementing of procedures and/or policies that will best reflect the Head Start philosophy. If at any time a mutual agreement cannot be reached and results in an impasse, the following steps will be taken:

1. The Board and the Policy Council shall meet to discuss the disagreement within fifteen business days from the date the disagreement became apparent.
 - A. The Executive Director shall give written notification to the President of the Board of Directors and the Chair of the Policy Council indicating the date and time of the joint meeting, which shall take place at Head Start's business location.
 - B. A quorum of each group shall be present.
2. At this meeting of both groups a representative of each shall state the reasoning for that group's position on the issue(s).
3. After further discussion, all present shall attempt to formulate an acceptable common decision. Each group should then vote on the proposal. If a majority of those present in each group approves, then this shall become the Head Start organization's final decision on the matter.
4. If the above process still results in an impasse, then within 10 business days, the President of the Board of Directors and Chair of the Policy Council shall agree upon a representative of an outside agency or person to be engaged as an arbitrator. The representative shall have expertise or experience in the area of disagreement; alternatively, the arbitrator may be a retired Judge of the New Jersey Superior Court.
5. The arbitrator shall hold an informal hearing on notice to both groups within 10 business days of being engaged. The arbitrator may consider written materials or in-person commentary from representatives of each group. The arbitrator's decision shall be in writing, rendered within 10 business days of the hearing. Once the decision has been rendered by the arbitrator, it shall be binding on both groups.

6. The time periods set out above may be modified, or specific dates established, by written agreement of the President or Chair of both groups, in consultation with the arbitrator.

ARTICLE IV

SECTION 1. OFFICERS

- A. The Board of Directors shall elect five (5) officers: President, Vice President, Secretary, Assistant Secretary and Treasurer. The officers shall function according to the procedures set forth in “Robert’s Rules of Order” with respect to powers and duties.
- B. Officers shall serve for a period of one (1) year and may be re-elected by a majority vote of the Board of Directors. Each officer shall be elected annually in October.
- C. Any officer of the Board who fails to perform can be removed by a 2/3 majority vote of the Board of Trustees.

SECTION 2. DUTIES OF THE OFFICERS:

A. President

- 1. Preside at all meetings of the Board of Directors.
- 2. Be an ex-officio member of all committees.
- 3. Be the principal representative of and spokesperson for the Corporation.
- 4. Sign all documents pertaining to the Corporation and assure the compliance of the Corporation with said documents.
- 5. May vote to break a tie in any committee.
- 6. Is authorized to sign checks, contracts, deeds, leases, transfers and other obligations made and endorsed by the Corporation.
- 7. Reviews and prepares Board meeting agendas to ensure all matters coming before the Board are relevant and appropriate.

B. Vice President

- 1. Preside at meetings in the absence of the President.
- 2. Assume the role of President for the duration of the term of office should the President resign or leave office for any reason,
- 3. Share such responsibilities with the President as delegated by the President.

4. Is authorized to sign contracts, deeds, leases, transfers, and other obligations made and endorsed by the Corporation in the absence of the President.

C. Secretary

1. Keep a current copy of the By-laws, standing rules and list of members of the Board of Directors.
2. Write letters and take care of all Board of Director's correspondence.
3. Ensure that accurate attendance records are kept of all meetings of the Board of Directors.
4. Ensure that accurate minutes are kept of all regular and special meetings of the Board of Directors.

D. Assistant Secretary

1. In the absence of the Secretary, perform the duties of the Secretary.

E. Treasurer

1. In the absence of the President, is authorized to sign checks, contracts, deeds, leases, transfers, and other obligations made and endorsed by the Corporation.

ARTICLE V

SECTION 1. CONTRACTS:

The Board of Directors of the Head Start Community Program of Morris County may authorize any officer or officers, agent or agents, of the Head Start Community Program of Morris County to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Head Start Community Program of Morris County, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness for less than \$5,000 issued in the name of the Head Start Community Program of Morris County, shall be signed by the Executive Director or President of the Board. Checks, drafts, etc. for amounts more than \$5,000 shall require two (2) signatures, the President or Treasurer of the Board and the Executive Director.

SECTION 3. DEPOSITS:

All funds of the Head Start Community Program of Morris County shall be deposited from time to time to the credit of the Head Start Community Program of Morris County in banks, trust companies, and other depositories as the Board of Directors selects and approves.

SECTION 4. CONTRIBUTIONS, GIFTS, BEQUESTS, DEVISES:

Any of the Board of Directors of the Head Start Community Program of Morris County and the Executive Director are authorized to accept, on behalf of the Head Start Community Program of Morris County, a contribution, gift, bequest or devise which shall then be deposited in the accounts of the Head Start Community Program of Morris County in accordance with the procedures for bank deposits approved by the Board of Directors.

ARTICLE VI

SECTION 1. COMMITTEES:

A. The President shall appoint members of the Board of Directors to such committees as are necessary for the proper conduct of the Board's business.

B. Standing Committees of the Board shall be

1. Executive
2. Program
3. Finance
4. Public Relations/Fundraising
5. Personnel
6. Nominations
7. Facilities

C. Functions of the Executive Committee

1. The authority of the Executive Committee shall not circumvent the responsibility and authority of the Board of Directors.
2. Functions on behalf of the Board of Directors in emergencies and/ or interim situations.
3. Expedites work and conducts preliminary planning, rather than taking all matters before the full Board.
4. May plan the Board's work.
5. May interpret Board policies to staff, oversee policy implementation and refer questions to other committees or to the full Board.
6. Keeps minutes of its meetings and reports its activities at each Board meeting.

7. Has all powers of the Board except the power to amend the Articles of Incorporation and By-Laws, repeal an action of the Board, or elect or remove a member of the Board of Directors.
8. Provisions about notice of Board meetings do not apply to Executive Committee meetings.

D. Functions of the Program Committee

1. Determines the most effective manner in which the organization can most appropriately address the identified community needs.
2. Keeps abreast of trends in the field and of the changing needs of the community.
3. Ensures that programs expand or contract in proportion to changes in clientele.
4. With the Executive Director, reviews and recommends new activity areas to the Board.
5. Sets short-term, intermediate and long-range service objectives for the Head Start Community Program of Morris County.
6. Works with the Finance Committee to determine the resources needed to support the organization's programs.
7. Works with the Personnel Committee when new staff positions are required by expanded programs
8. Alerts the Public Relations Committee to program changes which should be publicized.

F. Functions of the Finance Committee

1. Oversees the Corporation's finances and assets, including allocation of resources within guidelines established by the funding agencies.
2. Reviews the budget drafted by staff.
3. Presents the monthly financial statement to the Board.
4. Ensures that the Corporation's bookkeeping practices are in accordance with standard accounting procedures for nonprofits and that its financial records are accurate.
5. Periodically evaluates the Corporation's sources of revenue, its income structure, assets and liabilities. Informs the Public Relations/Fundraising Committee when new sources of income are needed.
6. Makes financial policy recommendations.

G. Functions of the Public Relations/Fundraising Committee

1. Creates an awareness of the Corporation's programs, services and mission to the general public and establishes good relations and communications with targeted audiences.
2. Develops and disseminates information to the general public on the agency's mission, goals, accomplishments and newsworthy activities.
3. Works closely with the Board's Executive, Program and Finance Committees.
4. Pursues additional sources of revenue for the Head Start Community Program of Morris County.

H. Functions of the Personnel Committee

1. Ensures that the Corporation's working environment is conducive to attracting and keeping quality personnel.
2. Recommends policies and procedures regarding the Corporation's hiring and firing practices, salaries, benefits, working hours and working conditions.
3. Recruits, screens and interviews Executive Director candidates. With approval of Policy Council, recommends the hiring of the Executive Director to the Board of Directors. Reviews the hiring of other staff members as recommended by the Executive Director and approved by the Policy Council.
4. Evaluates the Executive Director's performance by September 15 of each year with input from the full Board and the Policy Council.
5. Periodically reviews Personnel Policies.

I. Nominating Committee Composition and Functions

1. Comprised of three members.
2. All responsibilities related to the nomination and election process.
 - a. Prepares a memorandum to all Board members identifying offices and their responsibilities.
 - b. Recruits members for each office via memorandum to each Board member.
 - c. In September, submits a slate of officers to be voted on at the October meeting. All nominations to be considered by this committee are to be made in writing no later than the date specified in the memorandum. At the October meeting, nominations may also be made from the floor. Persons nominated for President or Vice President must have attended a minimum of 75% of the Board meetings during the previous year.

- d. Shall prepare a ballot for voting.
3. Recruitment of members
- a. Recruits prospective members in order to maintain a pool of potential members.
 - b. With Policy Council, coordinates ongoing efforts to recruit parents for Board seats.

J. Functions of the Facilities Committee

To deal with all issues related to Head Start's facilities to include, but not limited to, assessment of facilities needs, renovations and/or construction projects and utilizations.

ARTICLE VII

AMENDMENT OF BY-LAWS:

These By-Laws may be amended by a two-thirds (2/3) vote of the Board members present. The proper written notice of meetings where the By-Laws are to be amended shall include a copy of the proposed amendments.

ARTICLE VIII

BY-LAW CONSTRUCTION AND INTERPRETATION:

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding.

All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, or Certificate of Incorporation, as amended, if applicable, as filed with an office of this state and used to establish the legal existence of this corporation.

All references in these By-Laws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE IX

NON-LIABILITY AND INDEMNIFICATION:

No member of the Corporation or contributor to the Corporation shall be liable for the acts or debts of the Corporation, its Board of Directors, its agents or its representatives. Head Start shall

maintain a liability insurance policy with a limit of at least one million dollars, naming the Board as the beneficiary.

In accordance with state law, the Corporation may indemnify any director or trustee, employee or agency of the Corporation against that individual's expenses in connection with any proceeding brought against the individual in his or her capacity of an agent of the Corporation, provided that the individual acted in good faith and in a manner which the individual reasonably believed to be not opposed to the best interests of the corporation.

Any indemnification made to an individual by the Corporation shall be made only as authorized by the Board of Directors in a specific case upon determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct. Such authorization shall be made by the board of Directors at a meeting in which a quorum is present without including the directors who were parties to, or otherwise were involved in, the proceeding for which indemnification is being considered.

Expenses as described above may be paid in advance of any proceeding only as specifically authorized by the Board of Directors and in accordance with state law.

ARTICLE X

DISSOLUTION:

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, and shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of New Jersey.

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