

Oregon Child Development Coalition  
**CULTIVATING OUR CHILDREN'S FUTURE**

**Board of Directors Bylaws**

Last draft amendment May 18, 2005  
Revised and Approved July 2005  
Last Revised March 2009  
Last Revised and Approved April 2010  
Last Revised and Approved November 2015  
Last Revised and Approved April 2018

**Approved**

# OCDC BOARD OF DIRECTORS BYLAWS

## Table of Contents

### Contents

Approved .....	1
Table of Contents.....	2
INTRODUCTION.....	4
OUR MISSION .....	4
OUR VISION AND VALUES.....	4
WHAT WE DO .....	4
ARTICLE I.    Board of Directors.....	6
Section A.    Number and Qualifications .....	6
Section B.    Term .....	7
Section C.    Nomination and Ratification.....	7
Section D.    Directors’ Limitations .....	8
Section E.    Removal of Directors.....	8
Section F.    Vacancies on the Board of Directors .....	8
Section G.    Quorum of Directors .....	8
Section H.    Nepotism.....	9
Section I.    Conflict of Interest.....	9
Section J.    Directors’ Compensation .....	9
Section K.    Responsibilities .....	10
Section L.    Confidentiality Statement.....	11
ARTICLE II.    Officers of the Board of Directors .....	11
Section A.    Term of Office .....	11
Section B.    Nominations .....	11
Section C.    Elections.....	11
Section D.    Executive Committee.....	11
Section E.    Duties of the Officers of the Board .....	12
Section F.    Removal of Officers of the Board.....	13
Section G.    Vacancies.....	13
ARTICLE III.    Meetings of the Board of Directors .....	15
Section A.    The Fall Meeting.....	15
Section B.    Regular Meetings.....	15
Section C.    Special Meetings, Including Executive Sessions .....	15
Section D.    Standing Committees.....	16
Section E.    Policy Councils – Role.....	20
Section F.    Special Committees .....	21
Section G.    Standing or Special Committee Meetings.....	21
Section H.    Minutes of Board Meetings .....	21

## OCDC BOARD OF DIRECTORS BYLAWS

Section I.	Public Meetings .....	21
Section J.	Rules of Procedure .....	22
ARTICLE IV.	Approval of Proposals and Applications.....	22
Section A.	Grant Proposals.....	22
Section B.	Approval .....	22
ARTICLE V.	Board of Directors Bylaws.....	23
Section A.	Notice.....	23
Section B.	Vote.....	23
ARTICLE VI.	Executive Director.....	23
Section A.	Hiring of an Executive Director.....	23
Section B.	Duties and Responsibilities .....	23
Section C.	Supervision by the Board of Directors.....	23
ARTICLE VII.	Other Positions .....	24
ARTICLE VIII.	Indemnification Agreement .....	24

# OCDC BOARD OF DIRECTORS BYLAWS

## INTRODUCTION

**Founded in 1971, Oregon Child Development Coalition (OCDC or the “Corporation”)** is a non-profit corporation established to assist low income families, especially migrant families, in agricultural areas of the State of Oregon as outlined in Article 11 of the Articles of Incorporation. A major objective of the Corporation is to provide comprehensive services and early childhood care and education. The corporation also pursues and utilizes a variety of other grants, contracts and fee for service programs designed to enhance early childhood services.

As stated on our website, [www.ocdc.net](http://www.ocdc.net):

“OCDC provides Early Childhood Care and Education services to Head Start and Early Head Start eligible low-income children, pregnant women and families. We connect families to programs, services and opportunities in the community. We drive children to school, teach kids to read and write, and visit moms and dads in their homes. We provide well-paying living wage jobs in communities throughout Oregon, we embrace cultural diversity, and we practice inclusiveness.”

## OUR MISSION

Oregon Child Development Coalition (OCDC) is dedicated to improving the lives of children and families by providing early childhood education, care and advocacy with unique and supportive services to enhance family growth and community success.

## OUR VISION AND VALUES

Children are prepared for success in school and life; parents are engaged with their children, family and community.

The Oregon Child Development Coalition demonstrates its value for each child, family, community partner and employee through: Respect; Teamwork; Accountability; Mutual Success; Professionalism; Service; Excellence; Open and Honest Communication; Cultural and Linguistic Inclusiveness.

## WHAT WE DO

1. **We prepare** children for school by focusing on early childhood care, education and teacher development.
2. **We promote** economic opportunities for families and communities by providing services that support the workforce and, in turn, state and local economies.
3. **We partner** with the community by collaborating with dentists, doctors, educators, and health care providers, emergency food care providers, school districts, employers and state and local service providers and key stakeholders.
4. **We practice** inclusiveness by welcoming all cultures and languages and enhance their contribution to society by creating better learners and better citizens.

Our Programs: Migrant Head Start; Seasonal Head Start; Early Head Start; Oregon Pre-Kindergarten; Maternal, Infant, and Early Childhood Home Visiting; Migrant Education Wrap Around Childcare; Family Childcare.

## OCDC BOARD OF DIRECTORS BYLAWS

Curricula: OCDC utilizes many proven curricula, including Creative Curriculum; Second Steps, a curriculum that focuses on children's social emotional competency; High Five Mathematize, Math curriculum; Early Sprouts, a nutrition curriculum; and I Am Moving, I Am Learning, a physical education curriculum. OCDC uses the Teaching Strategies Gold (TSG) assessment to measure children's progress in center-based programs, and the OUNCE Scale to measure children's progress in family/home daycare programs.

Children with Disabilities. OCDC provides services for children of all abilities, including those with identified special needs. Children with an Individual Family Service Plan (IFSP) receive first priority for enrollment. Program staff works with parents and Special Education providers to meet each child's special needs and support individual goals. OCDC supports parents in advocating for their children with special needs. Training, support, and referrals to advocacy organizations are available for all parents.

Mental Health Services. At OCDC, we follow the Pyramid Model for Supporting Social Emotional Competence in Infants and Young Children that emphasizes prevention of challenging behavior; promotion of social and emotional competencies, and intervention with individualized strategies for the few children who exhibit persistent challenging behaviors.

Parent Engagement. OCDC uses the Parent, Family, and Community Engagement (PFCE) Framework, a research-based approach that shows how an agency can work together as a whole—across systems and service areas— to promote parent and family engagement and children's learning and development.

USDA/Nutrition. Through the federally- funded USDA Child and Adult Care Food Program, OCDC provides nutritious meals and snacks for OCDC children. Our meals promote healthy eating behaviors, and improve the quality of learning and care in our centers. OCDC menus are planned to provide the highest nutritional value possible to children, and also planned to meet the cultural habits of families served. New foods are also introduced to children through the menu. All food is prepared from scratch in OCDC's kitchens. Fresh fruits and vegetables are used according to seasonal availability; breads and whole grains are used as much as possible. Milk is also served at every breakfast and lunch. Special dietary needs are also attended to. Center OCDC centers have "center gardens," where families and children grow – then eat – the vegetables the planted. OCDC also runs a Summer Food Service Program, which ensure that low-income children continue to receive nutritious meals when school is not in session.

Family and Health Services. Family & Health Services engages with children, families, staff, and communities to collaboratively promote life-long health and wellness in a culturally responsive manner. Empowerment, advocacy, and education are at the core of quality services.

Transportation. OCDC is recognized as a national leader in Head Start transportation because of the quality transportation services we provide to children in our program. The bus is not just a vehicle to transport children; it is a learning environment on wheels. Our staff interacts with the children using developmentally and culturally appropriate activities that are consistent with what is being taught in their classrooms. Bus drivers and assistants receive extensive training that is aligned to meet and exceed state and federal regulations. In addition, parents and children are provided with education about pedestrian and school bus safety.

## OCDC BOARD OF DIRECTORS BYLAWS

### ARTICLE I. Board of Directors

The property, affairs, concerns, direction and business of the Corporation shall be managed by a Board of Directors. The Board of Directors shall pursue such policies and principles as shall be in accordance with the provisions of the Corporation's ARTICLES of Incorporation, these Bylaws, the statutes of the State of Oregon, the federal requirements for a Head Start grantee, and any other requirements that may apply per other funding source or contract.

OCDC's Board of Directors does not discriminate on the basis of race, color, national origin, gender, age, religion, sexual orientation or gender identity, disability, military or veteran status, political affiliation or beliefs, or socio-economic status.

Any person who is disabled and who needs accommodation in order to attend and/or participate in a Board meeting, Policy Council meeting, or other meeting called pursuant to these Bylaws, who is otherwise authorized to attend and/or participate in such meeting, may make a request to the Board for reasonable accommodation. Upon receiving such request, the Board will attempt to provide access in the most integrated setting possible, and will evaluate all options, including but not limited to relocating the meeting, making the meeting available via teleconference, making modifications to the meeting space, and/or providing auxiliary aids.

To support the Board's commitment to non-discrimination and equal access, the Board shall receive, no less than every other year, training from a reputable third party on implicit bias and inclusivity.

#### **Section A. Number and Qualifications**

1. There shall be a maximum of fifteen Directors of the Oregon Child Development Coalition.
2. **Regional Directors** (Board Positions Number One, Two, Three and Four, Five, Six, and Seven):
  - a. OCDC service area shall be equitably divided into four regions, the boundaries of which shall be subject to review of the Board.
  - b. In order to get board representation from those who work with families served by OCDC, attention will be given to filling one or more of these Director positions with farmers, orchardists or someone employing or working with migrant and seasonal workers.
3. Specifically required Head Start Board Positions (Head Start Act 2007):
  - a. One Director (Position Number Five) shall be nominated who has a background and expertise in fiscal management or accounting.
  - b. One Director (position Number Six) shall have a background and expertise in early childhood education and development.
  - c. One Director (Position Number Seven) shall be a licensed attorney familiar with issues that come before the Board of Directors.

## OCDC BOARD OF DIRECTORS BYLAWS

4. **Public at Large Directors** (Board Position Number Eight, Nine, Ten, Eleven). Directors at Large may be a past Head Start parent, a business person, a person who works in or has experience in finance, agriculture, and/or state government, and should have an interest in Migrant and Early Childhood Education and Health care.
5. **Migrant and Seasonal Head Start and Oregon Prekindergarten Head Start Policy Councils** (Board Position Number Twelve and Thirteen)
  - a. One Director (Position Number Twelve) shall be nominated in October by the Migrant and Seasonal Head Start Policy Council, to be their representatives with a term of up to three (3) years. Shall have an alternate representative.
  - b. One Director (Position Number Thirteen) shall be nominated from Oregon Prekindergarten Head Start Policy Council, other program or the community, to be their representative with a term of up to three (3) years. Shall have an alternate representative.
  - c. All nominations should be made with the goal of increasing the geographical diversity represented by OCDC.
6. **Criminal Record Check.** New Board members must submit to and pass a criminal record check. Any criminal history will be evaluated by the Human Resources Director, and membership may be denied if, in his/her sole discretion, the criminal history is deemed to present a risk to OCDC's operations or reputation. Should any criminal charges be filed against an existing Board member, the Executive Director must be notified. Follow up actions will be taken as deemed appropriate for OCDC, based on recommendations by legal counsel and the Human Resources Director. Any decision to remove a Board member based on criminal charge(s) or conviction(s) must be approved by the Board to be effective.

### **Section B. Term**

Each Director shall have a term of three (3) years and may be re-nominated at the discretion of the Board. The Migrant and Seasonal Head Start Policy Council and the Oregon Prekindergarten Head Start Policy Council representatives shall serve a term of up to (3) years. Yearly each Policy Council reviews the eligibility of the representative to the Board position and reaffirms that incumbent's ability to serve out the term. For reference purposes, each position shall be numerically referenced. The Board, at its discretion, may stagger the terms of the non-Policy Board representatives in such a way that no more than three (3) Directors shall have their terms expire in any one-year.

### **Section C. Nomination and Ratification**

1. The names of prospective Directors may be submitted by an existing Director, or by the Board Development Committee. Prospective Directors will be interviewed by the Board, and shall be nominated and approved or rejected pursuant to ordinary voting procedures (that is, according to Robert's Rules of Order Newly Revised).
2. Directors shall be seated at the Fall Meeting or at any other time as the Board of Directors

## OCDC BOARD OF DIRECTORS BYLAWS

of the Corporation, at its discretion, shall determine.

3. Each individual elected as a Director of the Corporation shall have one vote on the Board of Directors.

### **Section D. Directors' Limitations**

Individual Directors shall have no authority to act or speak on behalf of the Corporation without approval of the Board of Directors of the Corporation.

### **Section E. Removal of Directors**

1. A Director may be removed, with or without cause and with or without an assignment of any reason therefore, by a majority vote of the Board Members of the Corporation. The Board of Directors may assign to the Human Resources Committee the task of investigating the matter of removing any Director after a majority vote by the Directors in office.
2. Any removal vote shall be by secret ballot.
3. Without any further action of the Board, a Director shall automatically lose his/her membership to the Board and Board position if the Board Member:
  - a. Has an unexcused absence from the mandatory Board Training;
  - b. Fails to keep personnel matters of the Corporation confidential;
  - c. Has three (3) unexcused absences from three consecutive regular Board meetings. Such removal shall be effective upon mailing of a notice of the removal by the Board of Directors; or
  - d. Is convicted of a crime involving violence, theft, child abuse, sexual abuse, any other crime involving a minor, or any crime against OCDC or any of its employees, students, families, or Board members. A Board member may be suspended upon arrest and/or arraignment for such a crime, pending final resolution of the charge(s).

### **Section F. Vacancies on the Board of Directors**

Election to fill vacancies on the Board of Directors of the Corporation shall take place at such time and with such means as the remaining Directors of the Board shall determine, provided such actions are consistent with the representation requirements of these Bylaws.

### **Section G. Quorum of Directors**

1. A majority of Directors in office shall be necessary to constitute a quorum to transact business, except as otherwise provided in these Bylaws. "Directors in office" shall mean the total number of Directors holding a Board Position at the time the quorum is constituted.
2. At the discretion of the Chair, Directors may participate in or vote by proxy at any meeting



## **OCDC BOARD OF DIRECTORS BYLAWS**

of the Board of Directors, or of any committee designated thereby. Provided, however, that such proxy vote is authorized in writing by the absent Director. A proxy vote may not be counted as constituting a quorum of the Board.

3. Directors may participate in a meeting of the Board of Directors, or of any committee designated thereby, by means of a telephone conference call, video- conference, or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in-person at the meeting, thus establishing a quorum.
4. Action Without a Meeting;
  - a. Notice of the proposed action shall be sent to all Directors of the Corporation via email.
  - b. No action shall be taken unless a majority of the Directors entitled to vote responds affirmatively.
5. At a meeting where a quorum is established, official Board actions shall require a majority vote of those present. In the event of a tie vote, a motion fails.

### **Section H. Nepotism**

Anyone related to a staff member of the Corporation cannot be eligible for, or elected to the Board of Directors of the Corporation.

### **Section I. Conflict of Interest**

When a conflict of interest occurs, any Director who has knowledge of such conflict must state the nature of the conflict of interest for the record. Directors who have a conflict of interest on a particular issue shall refrain from voting on that issue. Such a conflict arises when a Director, any member of his/her immediate family, his/her partner, or an organization which employees or is about to employ any of the above, has a financial or other interest in the issue, or any other circumstance which would prevent a reasonable person from being impartial.

**Annual Statements:** Each director shall sign a Conflict of Interest Policy statement annually acknowledging compliance with such policy.

### **Section J. Directors' Compensation**

1. OCDC's Directors shall serve as volunteers.
2. Directors may be reimbursed for reasonable expenses incurred in attending Board or committee meetings or otherwise conducting Corporation business.
3. The Board of Directors shall follow the existing policies that clarify reimbursement of expenses. Directors shall be provided with a copy of the effective policies and procedures regarding reimbursement.

## OCDC BOARD OF DIRECTORS BYLAWS

### Section K. Responsibilities

1. Director **Responsibilities**. In addition to all responsibilities imposed upon Directors by law, the ARTICLES of Incorporation or elsewhere in these Bylaws, Directors shall be required to attend Board Training sessions, read and understand the Bylaws, and read and understand the contract between the Corporation and Head Start and other funders. Directors at all times have a fiduciary duty to make recommendations and approve proposals by OCDC as to policies, procedures, grants, expenditures, programs, and other acts to the extent such proposals are consistent with the best interests of OCDC and in compliance with the Head Start Act and all other applicable laws, and any obligations imposed by OCDC grants and other contracts. Directors have a fiduciary duty to reject any proposals that are not consistent with the best interests of OCDC and/or are not in compliance with applicable laws or contract requirements.
2. Corporation **Responsibilities**. OCDC shall consult with Board members regarding scheduling meetings, and shall attempt to schedule Board meetings for maximum in-person participation, within the scheduling restrictions imposed by these Bylaws. OCDC shall make video-conferencing equipment available in its centers for participation by Board members who cannot be physically present. In the interests of environmental stewardship, OCDC shall provide all meeting documents electronically in advance of any meeting, and shall endeavor to minimize the amount of paper documents, if any, distributed at each meeting. . OCDC shall endeavor to provide all meeting documents in both English and Spanish. OCDC shall also provide an interpreter and equipment where appropriate for all Board meetings. OCDC Executive Leadership Team and staff shall provide the following reports to the Board:
  - a. Executive Director Report (each regular meeting)
  - b. Human Resources (as needed but no less than annually), including proposed policies; employee complaints; unions/labor management; personnel recruitment, compensation, and retention; and employee satisfaction surveys
  - c. Financial (each regular meeting) including budgets, revenues, expenditures, and a narrative description of any materials changes (Note that the financial reports must be distributed to all Board members on a monthly basis, pursuant to the Head Start Act)
  - d. Curriculum and Child Progress Reports (at least annually)
  - e. Unsupervised Child Incidents (at the next Board meeting after an incident, and at least annually if there are no incidents)
  - f. Eligibility Criteria and Application Procedures
  - g. Other reports regarding operations as may be necessary to allow the Board to fulfill its oversight duties.

## OCDC BOARD OF DIRECTORS BYLAWS

3. Board Evaluations. Annually the Board members will participate in an evaluation proc, reviewing the Board accomplishments within the community.

### **Section L. Confidentiality Statement**

The corporation shall, in accordance with Head Start (HS) Health and Human Services (HHS) laws and guidelines, maintain the confidentiality of all personnel records and information.

Upon joining the Board, each Board member shall be provided with a Confidentiality Statement that outlines the confidentiality obligations of the Board, including but not limited to the confidentiality of personnel records, and shall read and attest to understanding the confidentiality responsibilities associated with conducting the business of the Board.

Every year, each member will sign a statement acknowledging adherence to confidentiality practices. The Board will work with OCDC's technical management staff to ensure the confidentiality practices and the Confidentiality Statement protect information sent and stored electronically as well as hard-copy documents.

## **ARTICLE II. Officers of the Board of Directors**

The Board of Directors shall at the Fall Meeting, or at such time as the Board of Directors shall determine, elect a President, Vice-Chair, and appropriate Committee Chairs.

### **Section A. Term of Office**

The Officers of the Board shall hold office for a term of three (3) years.

### **Section B. Nominations**

During the meeting just prior to the expiration of each Officer's term, or as a vacancy arises prior to the expiration of any Officer's term, nominations shall be taken from the floor.

### **Section C. Elections**

1. Election will be by secret ballot.
2. The nominee receiving the majority of votes in each category shall be elected.

### **Section D. Executive Committee**

The Executive Committee shall consist of the three (3) elected Officers of the Board of Directors and two representatives elected from the Policy Council (PC).

1. The Executive Committee shall exercise only those powers assigned to it by the Board.
2. All action taken by the Executive Committee shall be reported to the full Board of Directors within ten (10) days, or as soon as possible if a report within ten (10) days is not feasible. Such report shall be in the form of minutes written and sent by the recorder.

## **OCDC BOARD OF DIRECTORS BYLAWS**

3. Limitations of the powers of the Executive Committee. The Executive Committee shall not have the power to:
  - a. Elect or remove any Director or Officer of the Board of Directors of the Corporation
  - b. Alter or amend the Bylaws
  - c. Alter or amend the ARTICLES of Incorporation
  - d. Approve a plan of merger or consolidation, sale, exchange, mortgage, pledge or other disposition of part or all of the property or assets of OCDC
  - e. Take any action which the Board of Directors may reserve to itself or may be reserved in the ARTICLES of Incorporation or any law
  - f. Assume powers delegated to other committees in accordance with these Bylaws
  - g. Authorize the dissolution of the Corporation or revoke dissolution proceedings
  - h. Hire, fire, or discipline personnel, except in the case of the Executive Director, which must have the approval of the majority of the Board Members.

### **Section E. Duties of the Officers of the Board**

#### **The Chair shall:**

1. Be responsible for ensuring that arrangements are made for meetings of the Board of Directors and the Executive Committee;
2. Preside at regular and special meetings of the Board of Directors and the Executive Committee;
3. Be an Ex-Officio Member of all Committees; as needed
4. Appoint all special committees with Board approval;
5. Execute, with approval of the Board of Directors, all corporate agreements, which require his/her signature;
6. In the absence of an Executive Director, ensure the continued operations of the Central Office until another Executive Director is hired;
7. Serve on the Executive Committee; and
8. Receive notice of the annual renewal and a copy of the applicable declarations page for the Director and Officer liability insurance.

The Chair shall be responsible for reporting all the Executive Committee actions to the full board of Directors within thirty (30) days. Such report shall be in the form of minutes written and sent by the Board Secretary or the Chair designee.

## OCDC BOARD OF DIRECTORS BYLAWS

### **The Vice Chair shall:**

1. Perform the duties of the Chair in the Chair's absence;
2. Serve on the Finance Committee;
3. Serve on the Executive Committee; and
4. Perform any other duties delegated to the Vice Chair by the Board of Directors.

### **The Policy Council Representatives** for Migrant Seasonal Head Start and Oregon Prekindergarten Head Start shall:

1. Serve as a liaison between the Board and the PC;
2. Bring items related to issues supporting program operation and parent involvement.
3. Report to the Board the activities of the PC; and
4. Perform any other duties as delegated.

### **Section F. Removal of Officers of the Board**

1. An officer may be removed, with or without cause and with or without an assignment of any reason therefore, by a majority vote of the Board Members of the Corporation. The Board of Directors may assign to the Human Resources Committee the task of investigating the matter of removing any officer after a majority vote by the Directors in office.
2. Any removal vote shall be by secret ballot.
3. Without any further action of the Board, an Officer shall automatically lose his/her position if the Officer:
  - a. Has an unexcused absence from the mandatory training,
  - b. Fail to keep personnel matters of the Corporation confidential,
  - c. Have three (3) unexcused absences from three consecutive regular Board meetings. Such removal shall be effective upon mailing of a notice of the removal by the Board of Directors, or
  - d. Is convicted of a crime involving violence, theft, child abuse, sexual abuse, any other crime involving a minor, or any crime against OCDC or any of its employees, students, families, or Board members. A Board member may be suspended upon arrest and/or arraignment for such a crime, pending final resolution of the charge(s).

### **Section G. Vacancies**

## **OCDC BOARD OF DIRECTORS BYLAWS**

The Executive Committee, with approval of the majority of the Directors in office, may appoint a person to the Board to fill a vacancy for the unexpired term of office.

## OCDC BOARD OF DIRECTORS BYLAWS

### ARTICLE III. Meetings of the Board of Directors

The Board Year shall be from September 1 through August 30.

#### Section A. The Fall Meeting

The Fall Meeting of the Board of Directors shall be held in September of each year. Tasks to be performed shall be:

1. Elect the Officers of the Board of Directors for the Corporation for the coming year;
2. Select Directors to serve as members of the Standing Committees: Finance, Audit, Human Resources, Bylaws, and Board Development.
3. Conduct other annual business; and
4. Conduct all regular business.

#### Section B. Regular Meetings

A regular Board Meeting shall be held at least every other month.

1. Notice of Board Meetings shall be delivered by email and postal mail to each Director at his/her email address as shown in the Board roster. Any Director may request notice via mail or telephone, due to access or disability issues.
2. Notification shall not be less than ten (10) days or more than thirty (30) days prior to the meeting. Tentative dates may be decided on at regular meetings.
3. Notice of any regular meeting of the Board of Directors shall include the place, day and hour of the meeting. An agenda of the business to be discussed shall be included, but additional items of business may be discussed and acted upon at the discretion of the Chair.
4. If mailed, notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the Board roster.

#### Section C. Special Meetings, Including Executive Sessions

1. A Special Meeting or Executive Session may be called by:
  - a. The Chair of the Board of Directors.
  - b. The Executive Committee, or
  - c. Three (3) Members of the Board of Directors

## **OCDC BOARD OF DIRECTORS BYLAWS**

2. Board business should ordinarily be conducted at regularly-scheduled Board meetings. Special Meetings or Executive Sessions are appropriate for urgent matters, unforeseen opportunities or deadlines, or voting on a single issue that has already been evaluated by the Board at prior Board meetings.
3. Notification of a Special Meeting or Executive Session shall include a detailed reason for calling the meeting and the specific issues to be raised. Notification may be by email at least twenty-four (24) hours in advance. Notice must be sent to all Directors, OCDC's Senior Executive Assistant, Executive Director (except in the case of an Executive Session), and any other staff or outside party invited to the Special Meeting or Executive Session.
4. The person or persons requesting a Special Meeting or Executive Session shall establish the date, hour and place, and endeavor to schedule the meeting at a time and place that is convenient for other members.
  - a. In-person meetings shall be the preferred venue, however the Board may confer and vote by email if appropriate.
5. Only those issues set forth in the Special Meeting notice shall be discussed or acted upon at the Special Meeting.
6. To establish a quorum, conduct business or take any official action, The Special Meeting shall meet the quorum and majority criteria set forth in ARTICLE 1(G).

### **Section D. Standing Committees**

There shall be five (5) Standing Committees of the Board of Directors of the Corporation: Finance Committee, Audit Committee, Human Resources Committee, Bylaws Committee, and Board Development Committee. The Chairperson for each Committee shall be the Officer designated in ARTICLE II, Section E. Each Director of the Corporation shall serve on at least one Standing Committee with committee membership divided approximately equally between current Directors.

#### **1. Finance Committee**

The Chair of the Finance Committee will be elected by the Board of Directors and serve a three year term. There is no limit on the number of terms the Chair may serve.

The responsibilities of the Finance Committee shall be:

- a. Review the financial statements and other financial records on at least a monthly basis. Routinely this review will include monitoring revenue and expenditures of OCDC, according to each program service, and making comparisons against projections.
- b. Review and comment on the financial aspect of facility development plans.
- c. Review grant proposals and analysis presented to the Board.
- d. In conjunction with the Audit Committee and Director(s) of Financial Services, Information Technology, and Human Resources, periodically review fiscal and accounting policies and procedures. These reviews will ensure adequate internal



## OCDC BOARD OF DIRECTORS BYLAWS

- controls that maintain financial records in accordance with standard accounting practices.
- e. Responsible for budgets and other oversight of financial planning. This oversight will include making recommendations for Board approval of an annual budget that reflects OCDC's goals and Board policies and that meets the needs, expenses, and revenue of OCDC while being breakeven at a minimum, per the requirements for a non-profit organization.
  - f. Safeguard OCDC's assets. This review includes ensuring the adequacy of insurance coverage to meet the risk management objectives of the Audit Committee as approved by the Board, monitoring policies for operational cash reserves, treasury functions, investment, and fixed assets, and compliance with any federal, state, or other requirements as related to OCDC finances.
  - g. Set performance goals for any investment portfolio or other reserve funds and monitors compliance with federal, state, or other agency requirements for such funds.
  - h. Working with OCDC's Finance Director and Executive Director, ensure that the IRS Form 990 or any other forms required by government or other agencies are filed completely, correctly, and on time.
  - i. The Chair of the Finance Committee shall provide regular reports to the Board of Directors regarding all Finance Committee activities.
  - j. The Chair of the Finance Committee shall serve on the Executive Committee.

### **5. Audit Committee**

The Chair of the Audit Committee will be elected by the Board of Directors and serve a three year term. There is no limit on number of terms the Chair may serve.

The responsibilities of the Audit Committee shall be:

- a. Make recommendations to the Board on the scope and approach of the external audit. As long as OCDC must have an audit in compliance with OMB Circular A-133, the recommendations will include an adequate plan and performance to assure meeting these standards.
- b. Recommend engagement conditions and the appointment (or reappointment) of the independent auditor, including a review of the independent auditor's fees.
- c. Conduct the initial review of audited financial statements and findings, for presentation of the findings to the Board, and for a post-audit review of the financial statements and audit findings. The management letter from the independent auditor will flow through the audit committee and require advance discussions with the Finance and Executive Directors.
- d. In conjunction with the Director(s) of Financial Services, Information Technology and Human Resources Director, periodically review policies and procedures as these policies and procedures relate to the adequacy of OCDC's internal control structure. Internal controls will be in compliance with the framework of the Committee of Sponsoring Organizations of the National Commission on Fraudulent Financial Reporting and will

## OCDC BOARD OF DIRECTORS BYLAWS

have the goal to meet best practices from the applicable Statements of Auditing Standards and IRS codes for 501(c)3 organizations, or such standards as are applicable at the relevant time.

- e. Monitor compliance with OCDC's code of ethics, whistle blower policy, document retention and destruction policy, conflict-of-interest policy, and other risk management as assigned by the Board of Directors.
- f. Review the findings from any examinations or audits by regulatory agencies.
- g. The Chair of the Audit Committee shall provide regular reports to the Board of Directors regarding all Audit Committee activities.
- h. If a complaint or allegation is made against the corporation that threatens or is likely to lead to litigation, administrative agency complaint, or regulatory sanction, initiate an investigation and, if possible and appropriate, hire special counsel or experts to assist with or conduct such investigation.
  - i. The Chair of the Audit Committee and Board Chair shall promptly initiate action in response to any complaint or allegation, including hiring counsel and/or experts, reviewing investigation report(s), and drafting recommendations to the corporation for follow-up action.
  - ii. The Audit Committee and Board Chair will work together to coordinate the investigation, review findings, make recommendations, and ensure compliance with all relevant OCDC policies and procedures and with relevant laws. Where the complaint involves a personnel issue, the Human Resources Committee will also be involved.
  - iii. A majority vote of the Board as set forth in Article I Section G is necessary to initiate an investigation, hire counsel and/or experts, approve recommendations, and close any matter.
- i. Responsible to perform other oversight functions as directed by the Board of Directors.

### **6. Human Resources Committee**

The Chair of the Human Resources Committee will be elected by the Board of Directors and serve a three year term. There is no limit on the number of terms the Chair may serve. The Human Resources Committee shall meet at a minimum six times per year, with the goal of meeting every other month.

OCDC Human Resources staff shall provide to the Human Resources Committee a regular report on employee complaints and disputes, including: internal employee complaints and disputes relayed to Human Resources or called into the Employee Hotline; attorney demands; administrative agency complaints (BOLI, EEOC, OSHA, etc.), and lawsuits. OCDC Human Resources staff shall provide these reports at least quarterly, and shall notify the Human Resources Committee immediately of any attorney demands, administrative agency complaints, or lawsuits.

## OCDC BOARD OF DIRECTORS BYLAWS

The responsibilities of the Human Resources Committee shall be:

- a. Evaluate operation and management procedures, and employee satisfaction surveys, and make recommendations to the Board and to the Policy Council to support employee satisfaction and retention.
- b. Review and approve Personnel Policies submitted by the Policy Counsel and/or OCDC Human Resources. The extent necessary or appropriate, draft and revise personnel policies to be submitted to the Board of Directors and, if approved, to the Policy Councils.
- c. Review reports from OCDC Human Resources regarding employee complaints and disputes, provide the reports to the Policy Councils and Board of Directors, and make recommendations based on the reports.
- d. Make recommendations to the Board and to the Policy Councils regarding policies and procedures to support recruitment, hiring, and retention.
- e. Review the goals and direction of OCDC and submit personnel recommendations to the Board of Directors for approval and submission to the Policy Councils for review.
- f. Work with the Audit Committee and Board Chair to address complaints filed by or related to OCDC employees.
- g. The Chair of the Human Resources Committee shall provide regular reports to the Board of Directors regarding all Human Resources Committee activities.

### 7. **Bylaws Committee**

The Chair of the Bylaws Committee will be elected by the Board of Directors and serve a three year term. There is no limit on number of terms the Chair may serve.

The responsibilities of the Bylaws Committee shall be to review the Bylaws at least annually, and to make recommended revisions to the Board of Directors for approval.

### 8. **Board Development Committee**

The Chair of the Board Development Committee will be elected by the Board of Directors and serve a three year term. The Board Development Committee shall have at least one (1) member. There is no limit on the number of terms the Chair may serve.

The responsibilities of the Board Development Committee shall be:

- a. Identify potential new Board members whenever the number of Directors falls below the maximum allowed under these Bylaws. The Board Development Committee shall attempt first to fill positions required by these Bylaws and the Head Start Act, as stated in Article I Section A(2) of these Bylaws.

## OCDC BOARD OF DIRECTORS BYLAWS

- b. Initiate contact with and meet with potential recruits, share information about OCDC's mission and the activities of the Board, obtain information about the potential recruit's qualifications and willingness to serve.
- c. Submit proposals for new Board members to the Board, and work with the Executive Director and administrative support staff to ensure all application materials are completed, and the matter is included in the agenda of the next Board meeting.
- d. The Chair of the Board Development Committee shall provide regular reports to the Board of Directors regarding all Board Development Committee activities.

This Section does not prohibit any other individuals from recruiting or proposing individuals to serve on the Board, including the Executive Director, other Directors, or Policy Council members.

### **Section E. Policy Councils – Role**

Working in conjunction with the Board, the Executive Director, and other OCDC executive staff, the Policy Councils are responsible for evaluating the direction of OCDC programs, including program design and operation, and long and short term planning goals and objectives, taking into account the actual annual community-wide strategic planning, needs assessment and self-assessment, consistent with responsibilities of governing board. The Policy Councils are also responsible for proposing policy changes to better meet the established goals.

- a. Members are elected for one year (1) terms. Each year all the members must be elected or re-elected.
- b. Policy Councils bring recommendations for Board consideration regarding Head Start and other Federal, State, and local programs.
- c. All decisions and recommendations of the PCs will be subject to a vote by PC members, pursuant to established PC policies regarding voting. After a decision or recommendation has been approved by a PC, the decision or recommendation must be submitted to the Board. Such decisions and recommendations include the following:
  - i. Activities to support parent involvement;
  - ii. Recruitment, selection, and enrollment priorities;
  - iii. Applications for funding and amendments;
  - iv. Bylaws for operation of Policy Council;
  - v. Election procedures;
  - vi. Personnel: Approve and submit to the Board for approval personnel policies and decisions regarding the employment of program staff, including standards of conduct for program staff, contractors, and volunteers and criteria for the employment and dismissal of program staff.

## OCDC BOARD OF DIRECTORS BYLAWS

- g. Each year, at least one Director shall be elected to attend all Policy Council Meetings as a representative of the Board. This Director may also be the Board representative to the Oregon Pre-Kingergarten Policy Counsel. The Board shall notify the elected Director of his or her election, if he or she is not present at the time of the vote.

### **Section F. Special Committees**

The Chair, within budgetary constraints and with approval of the Board of Directors, shall appoint all special committees needed to perform specific tasks as deemed necessary to carry on the work of the corporation.

1. Membership of a special committee may consist of Directors of the Board and non-Board Members.
2. The Chairperson of a special committee shall be a Director of the Board of the Corporation.
3. The duties of the special committee shall be to carry out the assigned tasks and bring all recommendations to the Board of Directors for approval.

### **Section G. Standing or Special Committee Meetings**

1. The Committee shall meet at the call of the Chair of the Board of Directors, the Committee Chairperson, or by a majority of the members of the committee.
2. Notice of meetings shall be by email, unless a committee person requests notice in some other format due to a disabling condition or other reason, using the email address and/or mailing address on file at the corporate office.
3. Notice must be no less than four (4) days in advance or more than thirty (30) days in advance of the meeting, except in the case of a time-sensitive matter that is the subject of a Special Meeting or Executive Session in accordance with Article III Section C of these Bylaws.
4. Recommendations from standing or special committees shall be presented at the next regular or special Board Meeting.
5. Meetings shall be in person, except that Directors may attend via video conference where necessary or appropriate. Special Meetings or Executive Sessions may also occur via email, where necessary.

### **Section H. Minutes of Board Meetings**

Minutes of regular Board Meetings shall be included in the packet mailed to all Board Members no later than ten (10) days before the next regular meeting of the Board of Directors.

### **Section I. Public Meetings**

1. All regular meetings of the Corporation, including meetings of the Board of Directors and committee meetings but not including Executive Sessions, shall be open to the public. An

## OCDC BOARD OF DIRECTORS BYLAWS

Executive session may be called by the Chair to discuss:

- a. A personnel action,
  - b. Pending, threatened, or proposed litigation, or
  - c. Information of a sensitive or otherwise confidential nature, which is brought to the meeting by a voting member.
2. Persons of the public who need interpreter services need to notify OCDC seven (7) days prior to the scheduled meeting so interpreter services can be arranged.

### **Section J. Rules of Procedure**

Generally accepted Robert's Rules of Order shall govern all the meetings of the Board of Directors and its committees so long as Robert's Rules do not conflict with these Bylaws, Articles of Incorporation, or rules of the corporation.

## **ARTICLE IV. Approval of Proposals and Applications**

All grant proposals, loan proposals, and other funding proposals to obtain funds for the operation of the Corporation, as well as proposals to establish new programs, purchase real property, or undertake major renovations to existing real property, or other substantial changes in funding and/or expenditures, shall be reviewed by the Board and must be approved by the Board of Directors prior to application for the grant or other funding source, or expenditure of funds. For grants under \$200,000, the Finance Committee can authorize submission, to be followed by ratification by the full Board at the next available meeting.

The OCDC Executive Director and Finance Director, as well as other involved OCDC staff, shall submit to the Board all proposals under this Article, with a description of the proposal and a list of the proposed costs, benefits, risks, and alternatives, at least thirty (30) days prior to any date OCDC desires or is obligated to make a decision on any such proposal, where possible.

### **Section A. Grant Proposals**

The staff of the Corporation shall actively seek new grant monies directly related to the Corporation's goals, and at the direction of the Executive Director, submit proposals for additional funds. The Executive Director shall inform all Directors of the Board of any such proposal, and secure the approval of the majority of the Board and, where applicable, the applicable Policy Councils, as outlined in the previous Section, prior to submitting any such proposal.

### **Section B. Approval**

Approval of proposals may be obtained in the manner set forth in ARTICLE I Section G of these Bylaws.

## OCDC BOARD OF DIRECTORS BYLAWS

### **ARTICLE V. Board of Directors Bylaws**

New Bylaws may be adopted, amended, revised or appealed at a regular or special meeting of the Board of Directors of the Corporation.

#### **Section A. Notice**

Notice of a meeting to consider amendment of the Bylaws shall be included in regular meeting notices.

#### **Section B. Vote**

A majority vote of the Directors in office shall be required to amend the Bylaws.

No amendment to the Bylaws may be adopted which is contrary or in conflict with the Articles of Incorporation, the laws of the state of Oregon, or federal laws or regulations.

### **ARTICLE VI. Executive Director**

#### **Section A. Hiring of an Executive Director**

A committee shall be selected by the Board Chair to review applications for the position of Executive Director. This committee at the minimum must include the Executive Committee and a representative from each of the Policy Councils, and the HR Director, who shall participate in an advisory capacity only, to ensure the committee is aware of relevant OCDC policies and procedures, and past practices with regard to the Executive Director.

Personnel policy procedures and Head Start Guidelines shall be followed in the selection process.

The Committee's recommendations shall be brought to the Board of Directors.

#### **Section B. Duties and Responsibilities**

The Executive Director shall perform such duties as outlined in his/her job description, attend all meetings of the Board of Directors, be the agent for the Corporation and participate in an advisory capacity to the Board. The Executive Director has no voting rights.

#### **Section C. Supervision by the Board of Directors**

1. The Board is the direct supervisor of the Executive Director, and shall oversee the Executive Director's performance of his/her job duties.
2. The Board shall conduct a formal performance evaluation annually, in April of each year. In preparing the performance evaluation, the Board members shall consider Executive Director's self-evaluation and evaluations, if any, by other members of the management team, Board members' personal observations, the Executive Director's position description, the Executive Director's reports to the Board, and any relevant statements in the most recent Employee Satisfaction Survey.

## OCDC BOARD OF DIRECTORS BYLAWS

- a. OCDC Administrative Staff are responsible to provide to the Board no later than February of each year the results of the most recent Employee Satisfaction surveys.
3. The Board shall review the Executive Director's compensation and benefits annually, at the time of the performance evaluation, and shall make any changes deemed appropriate and necessary. The Board shall ensure all such decisions are consistent with market rates for similar non-profit organizations, the Executive Director's performance, and the financial resources of OCDC.
4. The Board shall implement performance improvement measures if appropriate, including coaching, discipline, and commendations.
5. The Board shall review the Executive Director's Position Description at least every other year, and shall make any changes the Board deems necessary or appropriate.
6. The Board shall consult with OCDC Human Resources and OCDC Finance Director before making changes to the Position Description and/or compensation levels, to ensure any such changes are consistent with OCDC policies and compensation structure.
7. Any supervisory decisions by the Board must be approved by a majority, as set forth in Article I Section G of these Bylaws.

### **ARTICLE VII. Other Positions**

The Board of Directors shall approve the appointment of such other positions that may be required by Federal or State agencies to so approve.

### **ARTICLE VIII. Indemnification Agreement**

Each Director and Officer, whether or not then in office, shall be indemnified by the Corporation against all liabilities, costs and expenses reasonably incurred by or imposed in connection with or arising out of any action, suit or proceedings, in which the Director may be involved or to which the Director may be made party by reason of being or having been a Director or Officer of the Corporation. Such expenses to include costs of reasonable settlements (other than amounts paid to the Corporation itself) made with a view of curtailment of costs for litigation. In support of such indemnification, the Corporation shall at all times provide adequate insurance coverage, regularly reviewed and renewed, to protect Directors and Officers in the course of fulfilling their duties to the Corporation.

The Corporation shall not, however, indemnify such Director or Officer with respect to matters which the Director shall be finally adjudged in any action, suit or proceeding, to have acted in bad faith in the performance of his/her duty as such Director or Officer without authority.

The foregoing right of indemnification shall not be exclusive of other rights to which any Director or Officer may be entitled as a matter of the law.