



Oregon Child Development Coalition  
Cultivating our children's future

# *Board of Directors*

## *By-Laws*

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# OCDC BOARD OF DIRECTORS BY-LAWS

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## **OCDC BOARD OF DIRECTORS BY-LAWS**

### **INTRODUCTION**

*Founded in 1971, Oregon Child Development Coalition ,Inc (OCDC or the “Corporation”) is a non-profit corporation established to assist immigrant 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 organizational mission, vision and values are stated on our website, [www.ocdc.net](http://www.ocdc.net)*

*Our Programs: Migrant and 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.*

### **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 enhancing their contribution to society by creating better learners and better citizens.

### **ARTICLE I. Board of Directors**

1. **Purpose:** *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 By-Laws, 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.*
2. *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.*
  - a. *To support the Board’s commitment to non-discrimination and equal access, the Board shall receive, no less than every other year, training on implicit bias and inclusivity.*

## **OCDC BOARD OF DIRECTORS BY-LAWS**

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

1. There shall be a maximum of fifteen (15) Board of Directors of the Oregon Child Development Coalition (OCDC).
2. **Regional Directors** (Board Positions Number One, Two, Three and Four, Five, Six, and Seven):
  - a. The OCDC service area shall be equitably divided into four (4) regions, the boundaries of which shall be subject to review by 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): (Board Positions Number Five, Six, and Seven)**
  - 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.
4. **Public at Large Directors** (Board Position Number Eight, Nine, Ten, and 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 services.
5. **Migrant and Seasonal Head Start and Oregon Prekindergarten Head Start Policy Councils (PC)** (Board Position Number Twelve and Thirteen)
  - a. One Director (Position Number Twelve) shall be nominated in the fall by the Migrant and Seasonal Head Start Policy Council, to be their representative. Shall have an alternate representative. The parent representative must be eligible for the Policy Council or elected by the Policy Council.
  - b. One Director (Position Number Thirteen) shall be nominated from Oregon Prekindergarten Head Start Policy Council, or the community and 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 on criminal charge(s) or conviction(s) must be approved by the Board to be effective and follow the removal of the Board for Directors in accordance with [Article I, Section E](#).

## **OCDC BOARD OF DIRECTORS BY-LAWS**

### **Section B. Term**

1. *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 three (3) years. Yearly each Policy Council reviews the eligibility of the representative to the Board position and reaffirms elect 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 (1) year.*

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

1. *Prospective Directors go to the Board Development Committee. Prospective candidates will be interviewed by the Board and shall be nominated and approved or rejected pursuant to ordinary voting procedures (according to the most current edition of Robert's Rules of Order).*
2. *Directors shall be seated at the Fall Meeting or at any other time as the Board of Directors of the Corporation, at its discretion, shall determine.*
3. *Each individual elected as a Director of the Corporation shall have one (1) 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 the 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 for any reason therefore, by a 60% of the vote of the Board Members of the Corporation. The Board of Directors may assign to the Executive 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 60% 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 or provides notice less than 48 hours;*
  - b. *Fails to keep personnel matters of the Corporation confidential;*
  - c. *Has three (3) unexcused absences from three (3) regular Board meetings within a 12-month period. Such removal shall be effective upon mailing of a notice of the removal by the Board of Directors; or*

## **OCDC BOARD OF DIRECTORS BY-LAWS**

- 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, community, or Board members. A Board member will be suspended upon arrest and/or arraignment for such a crime, pending final resolution of the charge(s).*
4. *Any Director Removed under this section shall receive a letter from Legal Counsel.*

### **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 By-Laws.*

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

1. *A majority (50% +1) of Directors in office shall be necessary to constitute a quorum to transact business, except as otherwise provided in these By-Laws. "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 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 (50% +1) of the Directors entitled to vote responds. Votes outside regular meeting must notify Board in a four (4) hour window to reply. Copy of motion, roster of votes (full name, vote, time stamp of vote. Motion must be captured in minutes at the next general board meeting, evidence must be kept.*
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. All votes will be ratified at the next meeting.*

### **Section H. Nepotism**

*Anyone related to a staff member of the Corporation cannot be eligible within 30-days for, or elected to the Board of Directors of the Corporation. Nepotism is defined by OCDC legal counsel and is on file.*

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### **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 Confidentiality Policy Acknowledge letter 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.*

### **Section K. Responsibilities**

1. *Legal and fiscal responsibilities for administering and overseeing program, including the safeguarding of Federal funds.*
2. *Adopt practices that assure active, independent, and informed governance of the Head Start agency (including practices consistent with Head Start subsection {d}{1}, and fully) participate in the development, planning, and evaluation of the Head Start programs involved.*
3. *Responsibility for ensuring compliance with Federal laws {including regulations} and applicable State, tribal and local laws {including regulations}.*
4. *Responsibility for other activities, including:*
  - a. *Establishing procedures and criteria for recruitment, selection, and enrollment of children.*
  - b. *Reviewing all applications for funding and amendments to application for funding for programs.*
  - c. *Establishing procedures and guidelines for accessing and collecting information.*
  - d. *Reviewing and approving all major policies of the agency, including:*
    - i. *The annual Self-Assessment and financial audit;*
    - ii. *Such agency's progress in conducting the programmatic and fiscal provisions in such agency's grant application, including implementation of corrective actions; and*
    - iii. *Personnel policies regarding the hiring, evaluation, termination, and compensation of agency employees.*
  - e. *Developing procedures for how members of the Policy Council are selected.*



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- f. *Approve financial management, accounting, and reporting policies, and compliance with laws and regulations related to financial statements, including the:*
    - i. *Approval of all major financial expenditures of the agency;*
    - ii. *Approval of the annual operating budget of the agency;*
    - iii. *Selection {except when financial auditor is assigned by the State under State law or is assigned under local law} of independent financial auditors who shall report all critical accounting policies and practices to the governing body; and*
    - iv. *Monitoring of the agency's actions to correct any audit findings and other action necessary to comply with applicable laws {including regulations} governing financial statement and accounting practices.*
  - g. *Review results from monitoring, including appropriate follow-up activities.*
  - h. *Approve personnel policies and procedures, including the policies and procedures regarding the hiring, 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.*
  - i. *Establishing, adopting and periodically updating written standards of conduct that establish standards and formal procedures for disclosing, addressing and resolving-*
    - i. *Any conflict of interest, and any appearance of a conflict by members of the governing body, officers and employees of the Head Start agency and consultants and agents who provide services or furnish good to the Head Start agency; and*
    - ii. *Complaints, including investigations, when appropriate.*
  - j. *To the extent practicable and appropriate, at the discretion of the governing body, establish advisory committees to oversee key responsibilities related to program governance and improvement of the Head Start program.*
5. *Reports:*
- 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 annually.*
  - g. *Other reports regarding operations may be necessary to allow the Board to fulfill its oversight duties as the need arises or as the Board may request.*

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- h. *Board evaluations. Annually the Board members will participate in an evaluation 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.*

*Open yearly, each member will sign a statement acknowledging adherence to confidentiality practices. The Board Confidentiality Policy Acknowledgement letters will be on file at the OCDC office.*

## **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 (also known as Chair, Vice-Chair, or as an alternative two (2) Co-Chairs and Secretary.*

### **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 Officers term, or as a vacancy arises prior to the expiration of any Officers term, nominations shall be taken from the floor.*

### **Section C. Elections**

1. *The election will be by 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 three (3) elected Officers of the Board of Directors and two (2) representatives elected from the Policy Council:*

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 a report shall be in the form of minutes written and sent by the recorder.*

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3. *An Executive Committee can call to resolve an issue or be recommendation of the Executive Director to the Board of Directors for action or resolution.*
4. *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 By-Laws.*
  - 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 By-Laws.*
  - 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, who must have the approval of the majority of the Board Members.*

### **Section E. Policy Council Representatives (2) for Migrant and 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. Duties of the Officers of the Board**

#### **The Chair or Co-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. *Coordinate the Board Agenda with the Executive Directors;*
4. *Be an Ex-Officio Member of all Committees; as needed;*
5. *Appoint all Special Committees with Board approval;*
6. *In the absence of an Executive Director, ensure the continued operations of until the Director is hired;*
7. *Serve on the Executive Committee; and report Executive Committee actions to the full board;*
8. *In the situations of the Co-Chairs, the Co-Chairs shall establish regular communication.*

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*The Chair shall be responsible for reporting all the Executive Committee actions to the full board of Directors within thirty (30) days. Such a report shall be in the form of minutes written and sent by the Board Secretary or the Chair designee. When the Chair position is Co-Chaired, the Co-Chairs will assume the responsibility of the Chair and Vice Chair Position.*

### ***The Vice Chair or second Co-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 or Co-Chair by the Board of Directors.*

### ***The Secretary of the Board***

- 1. Perform the duties of the Chair, Co-Chairs or Vice-Chair in their absence;*
- 2. Serve on the By-Laws Committee;*
- 3. Serve on the Executive Committee;*
- 4. Review and Revise the Monthly Minutes, and*
- 5. Perform any other duties delegated to the Chair, Vice Chair or Co-Chair by the Board of Directors.*

### ***Section G. Vacancies***

*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.*

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

*The Board Year shall be from September 1 through August 31.*

### ***Section A. The Fall Meetings***

*The Fall Meeting of the Board of Directors shall be held in the Fall Term (September, October, November) 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, By-Laws, and Board Development;*
- 3. Conduct other annual business; and*
- 4. Conduct all regular business.*

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### **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 or 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 and such request shall be granted.*
- 2. Notification shall not be less than five (5) days or more than thirty (30) days prior to the meeting. Tentative dates may be selected 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 Co-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.*
  - c. Three (3) Members of the Board of Directors.*
  - d. Executive Director.**
- 2. Board business should ordinarily be conducted at regularly-scheduled Board meetings. Special Meetings or Executive Sessions are appropriate for urgent matters, unforeseen or committee 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 of a Special Meeting or Executive Session must be sent to all Directors, OCDC's Senior Executive Assistant, Executive Director, and any other staff or outside party invited to the Special Meeting or Executive Session. Notice of Executive Session must be sent to all Directors.*
- 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 or other virtual means 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 I, Section G](#).*

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### **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, By-Laws Committee, and Board Development Committee. The Chairperson for each Committee shall be the Officer Audit designated by the Board. Each Director of the Corporation shall serve on at least one (1) 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 (3) year term. There is no limit to 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 a regular basis or monthly.*
- b. The Board shall review the IRS Form 990.*
- c. The Chair of the Finance Committee shall provide regular reports to the Board of Directors regarding all Finance Committee activities.*
- d. The Chair of the Finance Committee shall serve on the Executive Committee.*

#### **2. Audit Committee**

*The Chair of the Audit Committee will be elected by the Board of Directors and may be elected without limitation every three (3) years. An external public member shall be appointed to the Audit Committee with a background in business/finance.*

*The responsibilities of the Audit Committee shall be:*

- a. Make recommendations to the Board on the scope and approach of the external audit. Engage in 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. Review the findings from any examinations or audits by regulatory agencies.*
- d. The Chair of the Audit Committee shall provide regular reports to the Board of Directors regarding all Audit Committee activities.*
- e. Responsible for performing other oversight functions as directed by the Board of Directors.*

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### **3. Human Resources Committee**

*The Chair of the Human Resources Committee will be elected by the Board of Directors and serve a three (3) year term. There is no limit on the number of terms the Chair may serve. The Human Resources Committee shall meet a minimum of six (6) times per year, with the goal of meeting every 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.*

*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.*
- b. Review and approve Personnel Policies submitted by the Policy Counsel and/or OCDC Human Resources. To the extent necessary or appropriate, draft and revise personnel policies to be submitted to the Policy Council and then the Board of Directors.*
- c. Review reports from OCDC Human Resources regarding employee complaints and disputes and make recommendations based on the reports.*

*Make recommendations to the Board regarding policies and procedures to support recruitment, hiring, and retention:*

- a. 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.*
- b. 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.*
- d. The Employee Satisfaction Survey will be completed every three (3) years and then brought to the Human Resources Committee prior to being shared with the Board.*
- e. Board Chair to address complaints filed by or related to OCDC employees.*
- f. The Chair of the Human Resources Committee shall provide regular reports to the Board of Directors regarding all Human Resources Committee activities.*

### **4. By-Laws Committee**

*The Chair of the By-Laws Committee will be elected by the Board of Directors and serve a three (3) year term. There is no limit to the number of terms the Chair may serve.*

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

## **OCDC BOARD OF DIRECTORS BY-LAWS**

### **5. Board Development Committee**

*The Chair of the Board Development Committee will be elected by the Board of Directors and serve a three (3) 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 By-Laws. The Board Development Committee shall attempt first to fill positions required by these By-Laws and the Head Start Act, as stated in [Article I, Section A\(2\)](#) of these By-Laws.*
- 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 on 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.*
- e. New Board orientation will take place annually after elections or as individuals are onboarded by the Executive Director or their designee.*
- f. Board Governance Handbook to be reviewed bi-annually.*

*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 (PC) are responsible for evaluating the direction of OCDC programs, including program design and operation, and long 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 (1) year 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;*



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- iii. *Applications for funding and amendments;*
- iv. *By-Laws for operation of Policy Council;*
- v. *Election procedures:*
  - 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.*
- vi. *Each year, at least one (1) 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 Prekindergarten 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 execute the work of the corporation.*

1. *Membership of a Special Committee may consist of the Board of Directors and non-Board Members.*
2. *The Chairperson of a Special Committee shall be a Board of Director of the Board of the Corporation.*
3. *The duties of the Special Committee shall be to conduct 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 or Executive Director.*
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 By-Laws.*
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 electronic means video conference where necessary or appropriate. Special Meetings or Executive Sessions may also occur via email, where necessary.*

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

*Minutes of regular Board Meetings shall be included in the packet sent to all Board Members no later than five (5) 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 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.*
3. *OCDC is bound by public meeting/records laws as indicated in Oregon House Bill 3034.*
4. *The Board and its conduct are governed by the current edition of Roberts Rules of Order.*

### **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 By-Laws, 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 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 Board of Directors 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.*

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### **Section B. Approval**

Approval of proposals may be obtained in the manner set forth in Article 1, Section [Article I, Section G](#) of these By-Laws.

## **ARTICLE V. Board of Directors By-Laws**

New By-Laws may be adopted, amended, revised by majority vote 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 By-Laws shall be included in regular meeting notices.

### **Section B. Vote**

A majority vote of the Directors in office shall be required to amend the By-Laws.

No amendment to the By-Laws 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**

The Board Chair shall select a committee 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.

The selected candidate is to be submitted to the Federal program office for review prior to the hiring.

### **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. The duty of the Executive Director is to hire and supervise the Executive Leadership Team composed of and not limited to Director of Monitoring and Quality Assurance, Director of Finance, and Director of Human Resources.

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### **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, prior to November 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 completed every three (3) years, not specific about Executive Director Survey.*
  - a. *OCDC Administrative Staff will report the results of the survey every three (3) years to the Board no later than February and report in the interim updates.*
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 in odd years 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 and existing law.*
7. *Any supervisory decisions by the Board must be approved by a majority, as set forth in [Article I, Section G](#) of these By-Laws.*

### **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.*

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### **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 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.*