

*By-Laws of North Texas
Parent and Child Development, Inc.*

(Revised and Approved by the Board June 13, 2012)

Article I – Name

The name of this corporation shall be North Texas Parent and Child Development, Inc. The Corporation shall be non-profit under the laws of the State of Texas and be the proper body to carry out the purposes and functions set out in these by-laws. The central office shall be located in Wichita Falls, Texas. These by-laws shall entirely supersede and replace any prior By-Laws of the corporation.

Article II – Purpose

This is a non-stock, non-profit corporation organized and to be operated exclusively for charitable and educational purposes. The corporation may not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

Specifically, North Texas Parent and Child Development, Inc., shall have the following EXCLUSIVE purpose: To provide support, both financial and through services, and to provide advisement and direction, to the North Texas Parent and Child Development, Inc. Early Head Start Program. North Texas Parent and Child Development, Inc. shall not engage in any activities which are not in furtherance of this exclusive purpose. North Texas Parent and Child Development, Inc. shall not operate to support or benefit any organization other than the North Texas Parent and Child Development, Inc. Early Head Start Program. In this way, this corporation shall seek to help in the promotion of good citizenship by meeting community needs through efforts made by the Early Head Start pregnant women, infants and toddlers programs, and in this way, this corporation shall place specific emphasis on improving family income, and promoting the general well-being for residents of Wichita County and surrounding counties, such area being known as the target area.

Article III – Members

This Corporation shall have no members.

Article IV – Board of Directors

Section I: Responsibilities. The Affairs of the Corporation shall be managed by the Board of Directors.

Section II: Composition. The Board of Directors shall consist of not less than five and not more than fifteen persons, all of whom shall be volunteers. No paid personnel of this corporation or of any organization receiving financial support from this corporation can be a member of this board. All directors shall be at least 21 years of age or older, and shall be citizens of the United States and residents of the State of Texas. Not less than one member must have a background in fiscal management, one in early childhood education, and one licensed Attorney. At least two members of the Board of Directors SHALL NOT also be members of the Early Read Start Policy Council, and the same shall be strictly prohibited.

Section III: The Directors shall be elected at the annual meeting of the board for three-year, overlapping terms, and shall take office immediately upon election. No person may serve more than two consecutive three year terms. Thereafter, a member may be re-elected to the board after absence of one year.

Section IV: The duties of the Board of Directors shall be to establish the general policies of the corporation and to manage the business and affairs of the corporation, including removal of a member of the board.

The Board shall have the power to receive and administer funds from federal, state, and local sources and to receive and administer funds and contributions from foundations and other private sources for the operation of programs pursuant to the requirements of the funding source. The Board shall have the power to transfer funds so received and to delegate to other agencies which are subject to the requirements of the funding source. The Board shall further have the power to contact and to perform any and all acts necessary to carry out the functions of the corporation in accordance with the requirements of the funding source.

Section V: Conflict of Interest. Contracts for goods and/or services procured by North Texas Parent and Child Development, Inc. will not be made, with board Members or members of their immediate family. For the purpose of this section, a member of an immediate family shall include any of the following persons:

Husband, Wife, Father, Mother, Grandmother, Grandfather, Son, Daughter, Brother, Sister, Aunt, Uncle, Niece, Nephew, Step-Child, Step-Parent, Father-in-law, Mother-in-law, Brother-in-law, Sister-in-law, Son-in-law, Daughter-in-law.

Section VI: Code of Conduct. Board members shall not solicit nor accept gratuities, favors or anything of monetary value from contractors or potential contractors.

Section VII: Selection, Awards, and Administration of Contracts: All contracts, selections, awards, and administration transactions, whether negotiated or advertised, and regardless of dollar value, will be conducted in a manner providing maximum open and free competition. These transactions will be ensured by the chief executive officer who will sign all contracts with approval of the board.

Section VIII: Removal of Directors. Any director missing three (3) consecutive regularly called meetings, for any reason, may be removed by a majority vote of the Board at any subsequent meeting.

Article V – Meetings of the Board

Section I: Meetings of the Board of Directors of this corporation shall be held at least quarterly. The Board of Directors at their annual meeting (November) shall decide by a majority vote how often to meet throughout the year. Additional meetings may be held at the call of the president or if he/she is absent or unable or refuses to act, by any officer or by 25% of the directors.

Section II: Notice of any meeting of the Board of Directors stating time, date, and place shall be served each director not less than 72 hours prior to the meeting. Notice under this section may be served by hand delivery, e-mail, or by regular mail. Business transacted at all meetings shall be limited to the subjects stated in the agenda for the meeting.

Section III: At any meeting of the Board of Directors, a majority of the directors shall be present to constitute a quorum, and any action concerning agenda items may be taken by a majority of those present.

Article VI – Officers

Section I: Officers of the Corporation shall be elected by the Board of Directors at the annual meeting (November) and shall take office immediately upon election.

The Officers shall consist of a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors. All officers shall hold office for one year and until their successors are elected and qualify. No person shall hold the same office for more than four consecutive terms.

Section II: The president, or in his/her absence, a vice president, shall preside at all meetings of the Board of Directors and represent and be officially responsible.

Section III: Voting. Each member of the Board of Directors is entitled to one vote. Proxy voting is allowed. Secret ballot may be used in voting, on personnel matters and for the election of any officer of the corporation.

Article VII – Committees

Section I: Executive Committee. The Executive Committee of the board will include all elected officers of the board and one other board member as elected by the board members. The executive committee will have the power to transact business between the regular meetings of the full board. The president shall serve as chairman of the Executive Committee. The executive committee shall keep regular minutes of its proceedings and report same to the Board of Directors. A majority of the executive committee shall constitute a quorum.

(Deleted the nomination committee 6/13/2012)

Section II: Governance Committee. The president shall appoint a Governance Committee, who will select no fewer than five members of the Board of Directors to serve on the committee. The committee shall be responsible for, but not limited to the following as determined by the president: working as the board's mechanism for looking after its self (not running the board, but making possible for the board to run well and stay in compliance with rules); board membership recruitment; developing a slate of officers to be presented to the Board for election and installation at the Annual Board Meeting; board member orientation; board self-assessment; Parliamentary Procedures; reviewing personnel policies including employment practices, employee benefits, health and welfare

services, retirement and personnel relations, and making appropriate reports and recommendations to the Board.

Section III: Advisory Committee. Members (non-voting) on this committee shall be selected for their particular area of expertise that will contribute to the carrying out of certain functions of the corporation as deemed necessary by the president. Members shall be elected by a majority vote of the board.

Section IV: Finance Committee. The Finance Committee will be made up of the treasurer as chairman and three other members of the board. The president, with approval of the board, will appoint the finance committee members.

Section V: Standing Committees. The president of the board may designate other standing committees to carry out certain functions of the corporation as deemed necessary.

Section VI: Special Committees: The president of the Board may appoint special committees from time to time depending upon the needs of the corporation. Such committees will have responsibility to make policy recommendations for action by the board in specific areas and shall function for as long as they are needed to accomplish the specific tasks.

Section VII: All committee appointments shall be made as soon as possible, after the election of officers or vacancies occur. Committee members shall serve for such terms as may be stated by the board.

Article VIII – Vacancies

Section I: All vacancies on the Board of Directors, whether caused by failure to elect, resignation, death or otherwise, may be filled by a quorum of the remaining directors, at any stated or special meeting. Officers so elected to fill vacancies shall serve until the next annual meeting and until their successors are elected and qualify.

Section II: All vacancies on the Executive Committee, whether caused by failure to elect, resignation, death, or otherwise, may be filled by a quorum of the remaining Board of Directors at any stated or special meeting. Officers so elected to fill vacancies, shall serve until the next annual meeting and until their successors are elected and qualify.

Article IX – Parliamentary Rules

Robert’s Rules of Order (Revised) shall be the authority on all questions of parliamentary procedure not covered by these by-laws.

Article X – Special Provisions

Section I: Registered Office. The registered office of this corporation shall be located at 500 Flood Street, Wichita Falls, Texas 76301.

Section II: The Board of Directors shall appoint and/or employ an Executive Director/Early Head Start Director who shall be the general manager responsible for administration of the corporation’s program, finances and personnel, within the framework of the policies, principles and practices established by the board. This shall include but not be limited to staffing, job classification and other responsibilities incidental to a chief executive officer of a business corporation. The Executive Director/Early Head Start Director shall recommend the hiring and discharge of staff as he/she deems necessary, in accordance with budget provisions and personnel policies. The Executive Director/Early Head Start Director shall be responsible for administrative management of the affairs of this corporation subject to approval of and direction of the Board of Directors and be responsible to work within an approved budget. The Executive Director/Early Head Start Director shall report to the president of the board.

Section III: Books, Records of Account, Minutes. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board of Directors and any committees of the corporation, which books and records may be inspected at any reasonable time by any Person for Proper Purpose. Such books and records shall be kept at the registered office of the corporation.

Article XI – Fiscal Year

Section I: The fiscal period shall be December 1st to November 30th.

Section II: Budgets. The Board of Directors shall prepare and approve budgets covering the needs of the corporation for such funds as it deems necessary to carry out the purposes of the corporation.

Section III: Non-Profit Character: No dividends shall be paid and no part of the income of the corporation shall ever be distributed to its directors or officers for compensation for services to the board. However, reimbursement for

expenses incurred on behalf of the corporation is permissible, subject to the approval of the board of directors. No loan shall be made by the corporation to its directors or officers.

Section IV: Dissolution: In the event of dissolution of the corporation for any reason whatsoever, the plan for the distribution of assets during the process of dissolution shall be as follows:

- A. All liabilities and obligations of the corporation shall be paid, satisfied, and discharged in full, and in case its property and assets are not sufficient to satisfy or discharge all of the corporate liabilities and obligations, the corporation shall apply them as far as they will go toward the just and equitable payment of such liabilities and obligations.
- B. Any assets held by the corporation upon condition requiring return, transfer or conveyance, shall be returned, transferred, or conveyed upon dissolution in accordance with such requirements;
- C. Any and all other assets of the corporation upon its dissolution for any reason, which shall remain on hand after final audit of the goods, shall be distributed to the North Texas Head Start program, Early Head Start program, or any other eligible nonprofit organization benefitting the North Texas Head Start Program or Early Head Start Program. Any organization to receive assets upon dissolution must be a 501(C)(3) organization.
- D. All actions taken in connection with the dissolution of the corporation will be taken in full compliance with the laws of the State of Texas.

Article XII – Non Discrimination

The officers, directors, committee members, employees, volunteers, and persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, disability, and national origin.

Article XIII – Amendments

Section I: The Board of Directors shall have the power to make, alter, amend or repeal the by-laws of this corporation by a two-thirds vote of the active membership of the board at any regular or special meeting thereof where a five day notice of such proposed action has been announced in the notice to the board of such meeting.

Section II: Any amendments, alterations, changes, additions or deletions from these By-Laws shall be consistent with the laws of this of this state which define, limit or regulate the powers of this corporation or the directors of this corporation.

Article XIV – Adoption

These By-Laws were adopted by motion, second and unanimous passage of vote by at least 2/3 of the Board of Directors of North Texas Parent and Child Development, Inc. on June 13, 2012 at a regularly called meeting of the Board of Directors of the same, with a quorum of board members present at such meeting.

Lois Fullerton

Secretary
North Texas Parent and Child Development, Inc.

Approved:
Board of Directors

James Rasmussen

Larry Nash

Jeanne Wakeman

James H. McIntyre

Julia M. Vasquez

Pat Hoffman

Rosalind Strickland

