

# BYLAWS

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## THE EARLY CHILDHOOD COUNCIL OF BOULDER COUNTY

**2/20/2019**

ECCBC became an independent 501(c)3 in January 2011 which required a change to the Bylaws. This document was reviewed/revise by the Board of Directors at their April 26, 2017 meeting. It was updated to reflect clarifying language regarding membership requirements stated in ECC Rule at the Board of Directors February 20, 2019 meeting.

February 2019

AMENDED BYLAWS  
OF  
THE EARLY CHILDHOOD COUNCIL OF BOULDER COUNTY (ECCBC)

ARTICLE I

NAME

The Name of the corporation is changed to read The Early Childhood Council of Boulder County.

MISSION

The mission of the Early Childhood Council of Boulder County is to expand and improve the comprehensive system of early childhood services for families in Boulder County.

PURPOSE

The purpose of the Early Childhood Council is to develop and implement a strategic plan to increase and sustain the quality, accessibility, capacity, and affordability of early childhood services for children eight years of age or younger and their parents. This strategic plan shall be developed in partnership with countywide child-serving agencies and shall be designed to respond to Boulder County needs and conditions. The strategic plan shall include a technical assistance plan and an annual budget and shall clearly specify how the council will evaluate its progress and report accountability metrics annually.

MEMBERS

The Corporation shall have no members and shall be governed and managed by a Board of Directors.

ARTICLE II

OFFICE OF THE CORPORATION

The offices of the Corporation shall be maintained within Boulder County or as the Board of Directors may from time to time determine.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

**Section 2. Number, Tenure, and Qualifications.** The Board of Directors shall be comprised of not less than ten (10), nor more than thirteen (13) members appointed to staggered terms of three years. The membership requirements for ECC shall be met through the membership of the Board of Directors and best efforts shall be made to select Board of Director members who operate or reside within the council's service area, from each of the following seven (7) stakeholder groups: Early care and education; Family support and parent education services; Health care; Local government; Parent of a child five (5) years of age or younger; Mental health care; and, Resource and referral agency. All Board member candidates shall provide their credentials to the Board of Directors for review, and new prospective members shall be voted on by the Board of Directors. Confirmation from a majority of the Board of Director members is required for new membership. Board members are limited to serving two (2) consecutive three year terms, at which time, they shall resign from the Board. The Board President may request that the Board vote on an exception to this provision that would allow for an extension of a member's term under special circumstances. The Board President shall bring this request before the Board's Executive Committee. The Executive Committee shall vote on whether special circumstance exist that would warrant the request for an extension of a member's term. If special circumstances are found to exist, the Executive Committee shall bring this matter to the Board and the Board shall vote on whether the member's term shall be extended. If the Board votes to extend a member's term, the member's term shall be extended for an additional three year term. Once a year has passed from the time of the resignation, a person may apply for reinstatement as a member of the Board of Directors. When appointed, each member of the Board of Directors shall, as delineated in Colorado House Bill 07-1062, sign a Memorandum of Understanding on behalf of the organization he or she represents to participate in and collaborate on the work of The Early Childhood Council of Boulder County.

In addition to the Board of Directors, an Advisory Council of not less than fifteen (15) nor more than forty (40) members shall be appointed by the Board of Directors. The Advisory Council shall be comprised of representatives from the public and private stakeholders from early care and education, family support, health, and mental health programs who reflect local needs and cultural diversity. The membership of the Advisory Council shall also represent the geographic diversity within the county. Required council representatives must include the following:

**Local government:** (could include county commissioners, city council, local school district, county department of human services)

**Early Care and education:** (licensed and legally exempt child care providers, head start grantees, district preschools and kindergartens)

**Healthcare:** public health agencies, health care providers, WIC, early periodic screening and diagnostic/treatment programs, and Part B and/or Part C providers

**Parents of children B – 5**

**Mental health care:** community mental health centers, local mental health providers

**Resource and Referral agencies:** CCR&R

**Family support and parent education:** home visitation programs, family resource centers, income assistance programs

Advisory Council members may also consist of childcare associations, medical and dental professionals, school district parent organizations, Head Start policy council, Chamber of

Commerce, local business, faith based organizations, non-profit organizations, higher education institutions, and libraries.

The Advisory Council shall make non-binding recommendations to the Board on policy, program and services issues. When appointed, each member of the Advisory Council shall, as delineated in Colorado House Bill 07-1062, sign a Memorandum of Understanding on behalf of the organization he or she represents to participate in and collaborate on the work of The Early Childhood Council of Boulder County.

**Section 3. Annual Meeting.** The annual meeting of the Corporation and the Board of Directors shall be held at its office or other designated site in March of each year and each year thereafter, or at such other date and/or time during the quarter as the Board designates.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors shall be held at its principal office or other designated site, a minimum of six (6) times annually or at such other date and/or time during the quarter as the Board designates.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be held in Boulder, Colorado, at any time or place on the call of any member of the Board of Directors and may be held at any time and place without notice, by unanimous written consent of all the members of the Board of Directors, or with the presence and participation of all members of the Board of Directors at such meeting. A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called, constituted, and held. The record of any action recorded in minutes of any meeting which are signed by all the Directors shall be valid, and all actions so recorded shall be as valid and effectual as if actually passed or approved at a meeting of the Directors duly called, constituted, and held.

**Section 6. Notices.** Notices of special meeting, except when held by unanimous consent or participation shall be mailed by the Secretary to each member of the Board of Directors not less than five (5) days before any such meeting, and the notice shall include the purpose of such meeting.

**Section 7. Quorum.** A quorum at any meeting shall consist of a simple majority of the Board of Directors. A majority of those in attendance, in the presence of a quorum, shall decide any question that may come before the meeting, except as might otherwise be provided herein or as might otherwise be required by law.

**Section 8. Order of Business.** The order of business at any regular or special meeting of the Board of Directors, unless otherwise prescribed at any meeting by the Board of Directors, shall be as follows:

1. Review and discussion and approval of any minutes from prior meetings.
2. Review and approval of monthly financial statements.
3. Report of the President and/or Executive Director.
4. Unfinished business.
5. New Business.

## 6. Adjournment.

All resolutions shall be in writing and shall be copied in the official minute book or journal of the proceedings of the Corporation.

Section 9. Manner of Voting. The voting on all questions coming before the Board shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, except on the election of Officers which may be by ballot.

**Meeting by Telephone or Electronic Conference.** The Board may hold a meeting via teleconferencing and transact business following the confirmation of a quorum in attendance. The Board may discuss and vote on business items electronically. The vote shall be valid providing a quorum of the Board participates.

Section 10. Vacancies. Vacancies on the Board of Directors shall exist (a) on the death, resignation or removal of any Director, and (b) whenever the number of authorized directors is increased.

Any Director may resign effective upon giving written notice to the Chair of the Board, the Vice Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without duly elected director or directors in charge of its affairs, except upon notice to the Colorado Attorney General.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Colorado.

A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor.

Section 11. Compensation. The Directors shall serve without compensation. However, the reasonable expenses incurred by Directors in fulfilling their duties shall be reimbursed by the Corporation.

Section 12. Responsibilities of Directors. The Board of Directors shall be responsible for implementing the goals and policies of the Corporation. Following their appointment to the Board, each Board member shall sign the Conflict of Interest as well as the Code of Ethics documents and Memorandum of Understanding. It is expected that Board members will attend a minimum of 75% of the scheduled Board meetings.

Section 13. Chair and Vice Chair. The Board of Directors shall elect initially at its first meeting and then annually at its annual meeting from among its members a Chair, who shall preside over Board meetings, and a Vice Chair, who shall preside in the Chair's absence. The term of office for the Chair and Vice Chair shall be one year. The Board shall promptly fill any vacancy in either position.

## ARTICLE IV OFFICERS

**Section 1. Titles.** The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by the same person. Each Officer shall be appointed by the Board of Directors and shall serve at its pleasure.

**Section 2. President.** The President shall be the chief executive officer of the Corporation and, as such, shall have direct supervision over the administration of its business and affairs, subject to the direction of the Board of Directors. She or he shall be charged with the management of the real property of the Corporation. At each meeting, the President shall submit such recommendations and information as she or he may consider proper concerning the business affairs and policies of the Corporation.

**Section 3. Vice-President.** The Vice-President shall perform the duties of the President in the absence or incapacity of the President, and, in case of the resignation or death of the President, the Vice-President shall perform such duties as are designated to the President until such time as the Board of Directors shall select a new President.

**Section 4. Secretary.** The Secretary or designee shall keep the records of the Corporation, shall be responsible for the minutes of the meetings of the Board of Directors, and for keeping a record on all votes and shall keep a record of the proceedings of the Board of Directors in a journal of proceeding to be kept for such purpose, and shall perform all duties incident to this office.

**Section 5. Treasurer.** The Treasurer or designee shall have the care and custody of all funds of the Corporation. The Treasurer or designee shall pay out monies under the direction of the Corporation. She or he shall keep regular account showing receipts and expenditures and shall render to the Corporation at each regular meeting, or more often when requested, an account of the transactions and also the financial condition of the Corporation.

**Section 6. Additional Duties.** The Officers of the Corporation shall perform such other duties and functions as may from time to time be required by the Corporation or rules and regulations of the Corporation.

**Section 7. Elections and Appointments.** The initial Officers shall be elected at the organizational meeting of the Board of Directors from among the Directors. The officers shall subsequently be elected at the annual meeting for the Board from among the Directors of the Corporation, and each office shall be held for one year until a successor is elected.

**Section 8. Vacancies.** Should any office become vacant, the Board of Directors shall elect a successor from its membership at the next regular meeting, and such election shall be for the unexpired term of said office.

**Section 9. Additional Personnel.** The Corporation may from time to time employ such personnel as it deems necessary to exercise its powers, duties, and functions. The selection and compensation of such personnel (including the Secretary) shall be determined by the Board of Directors, subject to the laws of the State of Colorado.

Section 10. Removal of Officers. Any Officers may be removed at any time by a vote of the majority of the Board of Directors present and voting at any meeting of the Board of Directors called and held for that purpose when in their judgment the best interests of the Corporation will be served by such a removal. However, notice of any motion to remove any Officer shall be given to the Officer no less than ten (10) days and no more than thirty (30) days prior to such meeting in writing.

Section 11. Corporation. The Officer shall serve without compensation. However, the reasonable expenses incurred by the Officers in fulfilling their duties shall be reimbursed by the Corporation.

## ARTICLE V

### FINANCES

Section 1. Monies. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust companies or agent or agencies as the Board of Directors shall designate. The Treasurer or designee is hereby authorized to collect, discount, negotiate, endorse, and assign, in the name of the Corporation, all checks, drafts, notes, and all other paper, which are payable to the Corporation or in which the Corporation has an interest. The Treasurer or designee is further authorized to, in the name of the Corporation, endorse all checks, drafts, notes, or other paper for deposit in such bank or banks or trust companies as may be selected by the Board, to the credit of the Corporation, and to draw, sign, and deliver, in the name of the Corporation, all checks against the funds of the Corporation on deposit in said bank and, upon such checks, to withdraw from said bank such funds and to do all such other acts and things as may be incidental to the Corporation and powers hereinbefore given.

Section 2. Fiscal Year. Unless and until the Board of Directors, by resolution, shall determine otherwise, the fiscal year shall be the calendar year.

## ARTICLE VI

### NOTICES

Section 1. Requirements. Whenever a notice shall be required by the statutes of the State of Colorado or by these bylaws, there shall be no necessity for giving personal notice, and notice may be given in writing by depositing the same in the Post Office or letter box in a postpaid sealed envelope addressed to the person for who, such notice is intended, to her or his home or office address, as the same shall appear in the books of the Corporation, and the time of mailing shall be deemed to be the time of giving notice. Waiver of any notice in writing, signed by a person entitled to such notice, whether signed before or after the time stated in such waiver for holding a meeting, shall be sufficient.

Section 2. Presence. The presence of the person entitled to notice at a meeting shall in all events be considered a waiver of notice, and failure to vote shall not defeat the effectiveness of such waiver.

Section 3. Ratification. The ratification of the minutes of any meeting of the Board of Directors shall have the same force and effect as if the person ratifying the same were present in person at said meeting.

ARTICLE VII  
AMENDMENTS

These Bylaws shall be amended only with the approval of a quorum of the members of the Board of Directors at any regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days' written notice thereof has been previously given to all of the Directors.

The Bylaws shall be reviewed at the discretion of the Board of Directors but not less than every five years.

ARTICLE VIII  
INDEMNIFICATION

Any person (or his or her estate) made or threatens to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was an Officer or Director of the Corporation shall be indemnified by the Corporation against any liability, loss, cost, and reasonable expense (including attorney's fees) incurred by him or her in connection with the defense or settlement of such action to the fullest extent allowed under the Colorado Nonprofit Corporation Act. Such right of indemnification shall not be deemed exclusive of any rights to which such Officer or Director may be entitled apart from this Article.

ARTICLE IX  
DISSOLUTION AND DISPOSITION OF CORPORATE ASSETS

The Corporation may be dissolved with the consent of four members of the Board of Directors. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation, for public purposes or exempt purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated for such purposes.



**CERTIFICATION**

I, the undersigned, do hereby certify:

THAT I am duly elected Secretary of The Early Childhood Council of Boulder County, a Colorado nonprofit corporation.

THAT the foregoing Bylaws constitute the Amended Bylaws of said corporation, as duly adopted by the Board of Directors by consent on April 26, 2017 and updated to reflect clarifying language regarding membership requirements stated in ECC Rule by consent on February 20, 2019.

A handwritten signature in black ink, appearing to be 'Alfred B...', written in a cursive style. The signature is positioned above the title 'Secretary'.

**Secretary**

February 2019