

BY-LAWS
OF
THE BOONE COUNTY EARLY CHILDHOOD FUND

ARTICLE I

Location

The principal office of The Boone County Early Childhood Fund (the "Organization"), at which the general business of the Organization shall be transacted and where the records of the Organization shall be kept, shall be in Boone County, Kentucky.

ARTICLE II

Board of Directors

Section 2.1. Classes of Directors. Due to the unique history of the Organization, two (2) classes of Directors shall be established: Directors from Founding Organizations ("Founding Directors"), and Directors from Supporting Organizations ("Supporting Directors"). Each Director shall be vested with the same powers and duties.

(a) Founding Directors. The following persons and/or organizations were very instrumental in the establishment of the Organization and shall serve as Founding Directors: (1) the Judge-Executive of the Boone County Fiscal Court, or his or her designee; (2) the Chair of the Boone County Extension District Board, or his or her designee; (3) the Chair of the Boone County Local Board of Health, or his or her designee; (4) the Director of the Boone County Public Library District, or his or her designee; (5) the Superintendent of the Boone County School District, or his or her designee; (6) the Superintendent of the Walton-Verona Independent School District, or his or her designee; and. Each Founding Director shall name only one (1) designee.

(b) Supporting Directors. Supporting Directors are organizations which have collaborated with and are supporters of the Organization and as such shall select a person to represent the organization on the Board of Directors. Supporting Directors shall be elected by a majority of the Board of Directors; however, the total number of Supporting Directors shall not exceed nine (9) Directors. Supporting Directors shall not have a designee.

Section 2.2. Number of Directors. The number of Directors shall not exceed fifteen (15) and shall include the six (6) Founding Directors and no more than nine (9) Supporting Directors.

Section 2.3. Powers and Duties. The entire direction and management of the affairs of the Organization shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of the Organization, and who shall have complete authority with respect to the expenditures and disbursements necessary to carry out the purposes and activities of the Organization.

Section 2.4. Attendance and Removal. Any Director may be removed by the affirmative two-thirds (2/3) majority vote of all the Board of Directors at any time with or without cause. Any Director who fails to attend three (3) or more Board of Directors meetings in a year, without a valid reason or excuse, may be removed by the Board of Directors. Such removal will come by notice of the Chair of the Board of Directors.

Section 2.5. Vacancies. Any vacancy that may occur on the Board of Directors through death, resignation, removal, incapacity, or any other cause may be filled at the next regular meeting by the Board of Directors.

Section 2.6. Meetings.

(a) Annual Meeting. The annual meeting of the Board of Directors for the election of officers and for the transaction of any other business, including review of the Memorandum of Understanding and annual report, which may properly come before the meeting shall be held in the first quarter of each calendar year. Such Annual Meeting could be a separate meeting or at the end of a regularly scheduled business meeting.

(b) Regular Meetings. Regular meetings of the Directors shall be established by the Board of Directors at the final meeting of Board each calendar year. Such meetings may be held at the principal office of the Organization or at such other place within or without the State of Kentucky, as the Board of Directors may from time to time designate. Regular meetings will be held a minimum of four (4) times annually to conduct business, offer trainings or discuss early childhood needs.

(c) Special Meetings. Special meetings of the Board of Directors may be called at any time (a) by the Chair of the Board or (b) upon written request of not less than one-third (1/3) of the entire Board of Directors. The Chair of the Board shall give reasonable notice of the meeting, setting forth the time, place and purpose thereof unless notice is waived. If prompt meeting notice fails, the person or persons who requested the meeting may fix the time and place of the meeting and give notice in the manner hereinafter provided.

Section 2.7. Notice of Meetings of the Board of Directors. Written notice of any meeting of the Board of Directors stating the time and place thereof shall be delivered to each Director unless the Directors have a fixed and regular time and place for such meeting, in which case no notice shall be required for such meeting. All meetings (regular and special) will be held in compliance with Kentucky Open Meetings requirements as stated in KRS 61.800-61.850.

Section 2.8. Quorum and Voting.

(a) The presence of a majority of the Board of Directors shall constitute a quorum at any meeting thereof.

(b) At each meeting of the Board of Directors, each Director, or his or her designee as appropriate, shall be entitled to cast one (1) vote on any question coming before the Board at the meeting. A majority vote of the Directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, except as provided in Sections 3.4 and 5.2.

(c) When a vote may present a conflict of interest for a Director, such Director will make note of this conflict, remove themselves from the room for the duration of the vote, and abstain from voting.

Section 2.9. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 2.10. Compensation. No member of the Board of Directors shall be entitled to receive compensation for his or her services; however, a Director may receive reimbursement for reasonable out-of-pocket expenses incurred by such person in his or her capacity as a Director subject to the policies and procedures adopted by the Board of Directors.

Section 2.11. Participation in Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting through the use of a telephone, computer or similar communications equipment, so long as all the members participating in such meeting can hear one another. If a Director participates in a meeting by telephone, computer or by similar communication equipment, then the individual can be counted towards a quorum however the individual can vote on an item when he/she can see and hear all members of the meeting. Participation by email is not permitted.

ARTICLE III

Officers

Section 3.1. Officers and Term of Office. The officers of the Organization shall be members of the Board of Directors and shall include the Chair of the Board and the Vice Chair. The Chair and Vice Chair shall be elected by the Board of Directors at their annual meeting to serve for a term of one (1) year and the Vice Chair will, upon election by the Board of Directors, will fill the role of Chair upon completion of their Vice Chair term. A Director must serve at least one (1) year as an officer before moving into the Chair position.

Section 3.2. Powers and Duties. Officers of the Organization shall have such powers and

perform such duties as generally pertain to their respective offices. The Chair shall be the presiding officer of all Board meetings. The Chair assures for the proper order of business through the parliamentary procedure at each Board meeting. The Chair signs all documents or agreements on behalf of the Board. The Chair also represents the Board in community meetings and serves as a spokesperson for the Board. The Vice-Chair presides over Board meetings when the Chair is absent or is unable to perform his or her duties.

Section 3.3. Signature Authority.

- (a) All contracts will be signed by one (1) officer.
- (b) All contracts and payments under the approved amount may be signed by the customary process for the Boone County Fiscal Court.

Section 3.4. Removal. Any officer of the Organization may be removed by the affirmative two-thirds (2/3) majority vote of all the Board of Directors at any time with or without cause.

Section 3.5. Compensation. No officer of the Organization shall be entitled to receive compensation for his or her services; however, an officer may receive reimbursement for reasonable out-of-pocket expenses incurred by such person in his or her capacity as an officer subject to the policies and procedures adopted by the Board of Directors.

ARTICLE IV

Committees and Task Forces

Section 4.1. Committees and Task Forces. The Board of Directors may in its discretion appoint such committees and task forces that shall have such powers and perform such duties as from time to time may be prescribed by the Board of Directors.

ARTICLE V

Miscellaneous

Section 5.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Organization shall be January 1st through December 31st.

Section 5.2. Amendments. The Organization's By-Laws may be amended, repealed or restated by an affirmative two-thirds (2/3) majority vote of all the Board of Directors.

Section 5.3. Construction. Unless the context specifically requires otherwise, any reference to any gender shall include all other genders, any reference to the singular shall include

the plural and any reference to the plural shall include the singular.

Section 5.4. Severability of Provisions. If any provision of these By-Laws or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity does not affect other provisions or applications of these By-Laws that can be given effect without the invalid provision or application, and to this end these By-Laws are severable.

Section 5.5. Open Records. The organization will comply with all requirements of the Kentucky Open Records Act as outlined in KRS 61.870-61.884.

ARTICLE VI

Dissolution

Section 6.1. Authority. If deemed advisable by the Board of Directors, the Organization may be dissolved by the affirmative two-thirds (2/3) majority vote.

Section 6.2. Distribution of Assets. Upon the dissolution of the Organization, the Organization shall, after paying or making provision for the payment of all liabilities, dispose of all assets of the Organization. Any unspent Boone County Early Childhood Fund assets contributed by current Partners will be returned to the appropriate Partner with the written understanding that the funds be used for the benefit of Boone County children subject to the proportion of their respective financial contribution as approved by the Board of Directors.

CERTIFICATE OF ADOPTION

The foregoing By-Laws were duly adopted on the 22nd day of May, 2019.



Vice Chair

