

# **RURAL UTAH CHILD DEVELOPMENT**

## **BY-LAWS**

### **ARTICLE I**

#### **NAME AND PRINCIPLE OFFICE**

SECTION I THE NAME OF THE CORPORATIONS IS:

**RURAL UTAH CHILD DEVELOPMENT**

SECTION II The principle office of the corporation shall be located at Wellington, Carbon County, Utah.  
The corporation shall have such other offices as the business of the corporation might require and the Board of Directors may direct.

### **ARTICLE II**

#### **PURPOSES AND GOALS**

SECTION I THE PURPOSES OF THE CORPORATION ARE TO:

- A. Design Rural Utah Child Development programs to meet the needs of eligible families.
- B. Administer a Head Start program in central, southern and eastern Utah in conjunction with a Policy Council.
- C. Operate other Board approved programs which benefit eligible families in central southern and eastern Utah.

SECTION II THE GOALS OF THE CORPORATION ARE TO:

- A. Conduct Head Start/Early Childhood programs in approved counties within the State Of Utah.
- B. Serve as an advocate for eligible families to provide opportunity for each person becoming a productive citizen.
- C. Encourage and assist other institutions in becoming more responsive to the

needs of families and children.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

##### **SECTION I**            GENERAL POWERS:

The business and affairs of the Corporation shall be managed by its Board of Directors in accordance with Utah law and by authorized programs, policies, and procedures.

##### **SECTION II**        NUMBER, TENURE, AND REPRESENTATION:

The number of Directors shall be seven (7).

- A.        Six (6) of the members shall be a selected representatives from the nine counties served by Rural Utah Child Development, Carbon, Emery, Grand, San Juan, Sevier, Uintah, Duchesne, Wayne and Piute. Selection and appointments will be made by the existing board members of the Corporation.
- B.        The seventh member will be a representative of the Head Start Policy Council and may reside in any county served by the Corporation.
- C.        Each member shall have one alternate. Alternates shall serve the same term as the member. Alternates must reside in the same county as the member.
- D.        Alternates will automatically fill the seat of their member when the member is absent. When members are absent and do not have an alternate present, other alternates may fill that seat for the meeting. If more alternates are present than there are open seats the alternates will be selected from the pool of attending alternates by drawing of names.

##### **SECTION III**       RECRUITMENT:

- A.        New Board members and alternates will be recruited by advertisement in local papers. Other forms of advertisement may be selected in addition to news paper notices. Advertisement will be opened only in counties that do not have a board member currently seated.

Interested parties will submit a letter to the Board chair, outlining qualifications and special interest they may bring to the Board.

Selection and appointments will be by the existing Board members.

- B. The seventh member, a representative of the Head Start Policy Council, Will be recruited and selected by the Policy Council.

SECTION IV VACANCIES:

A Vacancy on the Board of Directors will be determined if:

- A. A person who is duly selected and seated on the board submits a written resignation.
- B. A person who was duly selected and seated on the board and missed two (2) consecutive meetings without an appropriate excuse or prior notification of absence or has missed four (4) meetings in a one Year's time.
- C. A person who was duly selected and seated on the board moves from the Rural Utah Child Development service area.

SECTION V TERMS AND COMPENSATION OF MEMBERS:

- A.
  - 1. Board members will serve four (4) year terms. Terms will revolve so that only 1/3 of the seats expire in any given year. When a new member replaces a member in the middle of the term, the new member will complete the term.
  - 2. Board members may serve for more than one term, if approved by the Board.
  - 3. The Head Start Policy Council Representative term will reflect the selection process of that body.
- B. No member of the Board shall receive compensation for his/her service on the Board. Members will, however, be eligible to receive reimbursement for expenses incurred in his/her duties as a Board member.

SECTION VI REGULAR MEETINGS:

The Board of Directors shall hold not less than six (6) regular meetings per year at such time and place as the board shall determine. Notice of

regular meetings shall be sent at least five days before the meeting date. Meetings shall be open to the public, except for executive sessions as called by the board, where board action will be delayed until the executive session has closed and the regular agenda is again being followed.

SECTION VII SPECIAL MEETINGS:

Special meetings may be called at any time by the Executive Director or by any three (3) members of the Board of Directors. Notice of special meetings shall be given at least one day prior to the meeting by written notice delivered personally or mailed to each director at his/her home address. Any director may waive notice of a special meeting. The attendance of a director at a special shall constitute a waiver of notice of such meeting.

SECTION VIII QUORUM:

Four (4) members shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

SECTION IX PROXY VOTE:

Voting by proxy is prohibited.

SECTION X ELIGIBILITY TO VOTE:

Each member of the Governing Board or their alternate shall have one (1) vote on any question before the board.

SECTION XI MINUTES OF BOARD MEETING:

Minutes of all board meetings will be kept with copies distributed to all members before the next meeting. Copies shall also be made available to the public upon request. Minutes shall include all motions made and the decision of each motion.

SECTION XII OFFICERS OF THE BOARD OF DIRECTORS:

The Board of Directors shall elect its own officers who shall consist of a Chairperson, Vice Chairperson, and Secretary/Treasure each of whom shall be serving as a board member. Term of office will be for two (2)

calendar years or until a successor is chosen. Elections shall be held at the first meeting of the new calendar year.

## SECTION XII

### DUTIES OF OFFICERS:

**CHAIRPERSON:** The Chairperson shall preside over all the meetings of the board and follow up on all orders, resolutions, applications and reports as directed by board action.

**VICE\_CHAIRPERSON:** The Vice Chairperson shall perform the duties and exercise the powers of the Chairperson during the absence or disability of the Chairperson.

**SECRETARY/TREASURE:** The Secretary/Treasure shall be custodian of the corporate records and give all notice required by statute, these bylaws, or as required by law, and in general perform all the duties incident to the office of Secretary/Treasure as may be assigned by the Board Of Directors.

## SECTION XIII

### POWERS OF THE BOARD OF DIRECTORS:

The Board of Directors shall exercise the following powers and responsibilities:

- A. Authorize all programs, plans, priorities, and assure compliance to funding sources.
- B. Establish personnel policies and appoint/remove the Executive Director.
- C. Approve budgets and fiscal/program policy.
- D. Appoint committees, subcommittees and organizational units as it may deem necessary.
- E. Exercise other responsibilities as accepted by Board action and authorization.

## **ARTICLE IV**

### **CORPORATION STAFF**

SECTION I EXECUTIVE DIRECTOR:

The principle Executive Officer of the corporation shall be an Executive Director, who shall serve at the pleasure of the Board. He/She may sign, as authorized, any deeds, titles, contracts or other instruments which the Board has approved. He/She shall be responsible for general management of the corporation and shall carry out all orders, resolutions and policies of the Board of Directors including supervision of the employees and other staff of the corporation.

SECTION II OTHER STAFF:

All staff, other than the Executive Director, will be hired/discharged according to the Board's employee policies by the Executive Director of the corporation.

SECTION III RESTRICTIONS:

No board member shall be an employee of the corporation.

**ARTICLE V**

**CONTRACTS, CHECKS, AND DEPOSITS**

SECTION I CONTRACTS:

The Board of Directors may authorize any officer, or officers, or its Executive Director, to enter into contracts, or execute & deliver any instrument in the name of or on behalf of the CORPORATION,

SECTION II CHECKS, DRAFTS, OR ORDERS:

All checks, drafts, or orders for payment of money notes or other evidence of indebtedness issued in the name of the corporation shall be signed by two persons. Check signature card authorization will be established by board action.

SECTION III DEPOSITS:

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select, consistent with the regulations of the grantor of the funds.

**ARTICLE VI**

## **COMMITTEES**

### **SECTION I            COMMITTEES. SUB COMMITTEES:**

The Board of Directors shall have the power to create such committees and/or subcommittees as it deems necessary to carry out the purpose and goals of the corporation.

### **SECTION II   EXECUTIVE COMMITTEE:**

The Officers of the Board will constitute an Executive Committee to exercise such power and authority as delegated by the board. Such powers and authority shall be exercised only in the interval between board meetings. Meetings of the Executive Committee shall be called by the Board Chairperson.

## **ARTICLE VII**

### **ROLES OF ORDER**

Rules of Order shall govern the meeting of the governing board of the corporation in all cases where they are consistent with these Bylaws, but may be waived where discussion is orderly.

## **ARTICLE VIII**

### **AMENDMENTS**

These Bylaws may be amended, altered, changed, or repealed by an affirmative vote of two thirds, (2/3) of the members of the Board of Directors. The proposed amendments must be contained in the notice of the meeting, which notice must be sent at least five (5) days prior to the meeting and shall state the time, place, date and purpose of such meeting.

## **APPROVED**

Board Chairperson Signature

Official Meeting Place & Date  
December 5, 2008  
Moab, Utah