



BY-LAWS
OF
DURHAM'S PARTNERSHIP FOR CHILDREN

Table of Contents

NAME AND SEAL 2
PURPOSES OF THE CORPORATION 2
MEMBERS 2
OFFICE AND REGISTERED AGENT 2
BOARD OF DIRECTORS FOR THE CORPORATION 3
OFFICERS OF THE BOARD 4
OFFICERS OF THE CORPORATION 6
MEETINGS 6
CONTRACTS, CHECKS, DEPOSITS AND FUNDS 8
INDEMNIFICATION 8
RELATIONS WITH PUBLIC BODIES 9
FISCAL YEAR 9
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS 9
GENERAL PROVISIONS 10

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ARTICLE I

Name and Seal

The name of the Corporation is Durham's Partnership for Children (the "Corporation").

The seal of the Corporation will be circular in form which shall bear the legend "Corporate Seal of Durham's Partnership for Children" and words indicating that the Corporation was incorporated in North Carolina.

ARTICLE II

Purposes of the Corporation

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 501(c)3 and 170((c)2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the "Code"), including the development of innovative approaches and strategies for aiding parents and families in the education and development of children in Durham County, North Carolina.

ARTICLE III

Members

The Corporation shall have no members.

ARTICLES IV

Office and Registered Agent

1. **Offices.** The corporation continuously shall maintain in Durham, North Carolina a registered office at such place as may be designated by the Board of Directors. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s) either within or without Durham, North Carolina, as may be designated by the Board of Directors.
2. **Agent.** The Corporation continuously shall maintain within North Carolina a registered agent.
3. **Changes.** Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the North Carolina Non-Profit Corporation Act.

ARTICLE V

Board of Directors for the Corporation

1. **General Powers and Duties.** The property, business, and affairs of the Corporation shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the North Carolina Non-Profit Corporation Act that are necessary or convenient to carry out the purposes of the Corporation and which support and foster the purposes of the Corporation as established in these By-Laws.
2. **Composition.** The Board of Directors shall consist of no fewer than twenty-three, but no more than thirty-six members, including representatives of public and private nonprofit health and human service agencies, day care providers, the business community, foundations, county and municipal governments, local education units, and families. Any reduction in the size of the Board shall be implemented through expiration of terms of current Board members.

The Board of Directors shall include:

- (a) The Durham County manager or assistant county manager with responsibility for children and families;
- (b) The director of Durham County Department of Social Services;
- (c) The Executive Director or other officer of a local organization or department responsible for community mental health, ex officio, or her or his designee;
- (d) The director of the Durham County Health Department;
- (e) The superintendent of Durham Public Schools;
- (f) The president of Durham Technical Community College, or administrator of the county's satellite campus;
- (g) The director of the Durham County Cooperative Extension Service;
- (h) The director of the Durham County Public Library;
- (i) One Durham County Commissioner;
- (j) One representative of Durham City government;
- (k) At least two, and up to four, business leaders;
- (l) Up to six family representatives, including at least two from families with preschool children who receive Smart Start services;
- (m) At least two as specified by NCPC* and up to four child care providers;
*A child care provider from a center-based child care facility;
*A child care provider from a family child care home facility;
- (n) At least one Head Start representative;
- (o) At least one representative of the CCR & R Agency;
- (p) At least one representative of the local Interagency Coordinating Council (ICC); and/or the parent of a child with a disability;
- (q) At least one head/representative of a local foundation;
- (r) At least one representative of Duke University;
- (s) At least one, and up to six, at large members.
- (t) At least one representative of the religious community

Members who serve by virtue of their positions may delegate the responsibility for serving on the Board to the next highest ranking officer of the organization represented, if the delegate carries the authority to commit the resources of the organization.

3. **Term.** The Board of Directors shall be divided into four classes. The first class shall be composed of those 10 directors who are required and named in Article V, Section 2, items (a) through (j); their terms shall not expire. The other three classes shall be composed of the remaining directors and each class is to be divided into as nearly equal numbers as possible. The terms of the directors in the

second class will expire at the first annual meeting after their first election, and the terms of the directors in the fourth class will expire at the third annual meeting after their election. As terms expire, directors in the second through fourth classes will then be elected for terms of three years. No person in these classes shall serve on the Board more than two consecutive three-year terms, except that a Director who serves as chair of the Board in the last year of the Director's second term shall be eligible to serve as Chair for one additional year upon election by the Board to provide for continuity of leadership.

4. **Compensation.** Members of the Board shall receive reasonable travel and subsistence expenses as determined by the Board. No further compensation shall be allowed to members of the Board for or in connection with their service to the Corporation. The Board of Directors may authorize reasonable compensation to employees of the Corporation for the performance of services which are reasonable and necessary to carry out the purposes of the corporation.
5. **Vacancies.** Vacancies in the Board of Directors shall be filled by the Board by the election of new Directors.
6. **Resignation.** A Director may resign at any time by giving notice thereof in writing to the Chair. In the event of a resignation, a new director may be elected by the Board to complete the term of the resigned director.
7. **Committee.**
 - (a) **Executive Committee.** The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and at least three (3) other members of the Board of Directors as are appointed by the Chair and approved by the Board of Directors. Vacancies on the Executive Committee will be filled by recommendation of the Chair and approval of the Board of Directors. The Executive Committee shall have and may exercise all the authority of the Board in matters pertaining to the basic management of the Corporation between meetings of the board except as limited by N.C.G.S. Section 55A-23. All actions taken by the Executive Committee shall be reported to the Board.

Fifty percent (50%) of the members of the Executive Committee shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting. Executive Committee members shall attend at least 50% of regularly scheduled meetings during the fiscal year. An Executive Committee meeting may be called with a 7-day notice. A 5-day notice will be required for any follow up meetings where a quorum was not achieved.

- (b) **Other Board Committees.** The Chair of the Board may establish any other committees deemed necessary to carry out the work of the Corporation. The Chair shall appoint members of these committees, and the Chair shall designate Chairs for each committee. Committees serve in an advisory capacity to the Board.

ARTICLES VI

Officers of the Board

1. **Officers.** The Officers of the Board shall be the Chair, Vice-Chair, a Secretary, a Treasurer, and any other officers that the Board of Directors may designate. Individuals to serve in these capacities shall be designated by the Board of Directors and given powers and duties consistent with these Bylaws.

Any two or more offices may be held by the same persons except the offices of Chair and Secretary; however, no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or by the Bylaws to be executed, acknowledged, or verified by two or more officers. The Officers of the Board shall serve for one-year terms, not to exceed two consecutive years in any one office, and shall serve until their successors are duly elected and qualified.

- (a) **Chair.** The Board shall elect from its members a Chair who shall preside at all meetings of the Board and perform such other duties as may be directed by the Board. The Chair shall be authorized to execute, in the name and on behalf of the Corporation, any contract, instrument, or agreement authorized by the Board. The Chair shall be elected at each annual meeting of the Board by the Board of Directors.
 - (b) **Vice-Chair.** The Board shall elect from among its members a Vice-Chair who shall preside at all meetings of the Board and shall assume the responsibilities of the Chair when the Chair is absent and who shall perform those duties as the Chair of the Board may designate. The Vice Chair shall serve as Chair if the Chair vacates his/her position.
 - (c) **Secretary.** The Board shall elect from among its members a Secretary who shall preside at all meetings of the Board when the Chair and Vice Chair are absent, and who, with the assistance of the Corporation staff, shall be responsible for keeping an accurate record of the proceedings and actions of the Board. The Secretary in conjunction with the Corporation staff shall have the custody of the corporate seal and shall maintain a current record of all the persons who are Directors of the Corporation, showing their respective places of residence, and such book shall be open for inspection as prescribed by law. The Secretary may be authorized to sign with the Chair, in the name and on behalf of the Corporation, any contract, instrument or agreement authorized by the Board, and when so authorized or ordered by the Board, the Secretary may affix the Seal of the Corporation. Subject to the control of the Board of Directors, the Secretary may in general perform all the duties incident to the office of the Secretary, and may perform such other duties as the Board or the President may assign.
 - (d) **Treasurer.** The Board shall elect from among its members a treasurer who shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as the Board of Directors may impose. The Treasurer shall be required to give bond for the faithful performances of his duties in such sum and with such sureties as the Board may require. When necessary or proper, the Treasurer, on behalf of the Corporation, may endorse for collection checks, notes, and other obligations, and shall deposit the proceeds to the credit of the Corporation at such bank or banks as the Board may designate by resolution as depository. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board, the Treasurer shall sign checks of the Corporation over the threshold amount set by the Board and all bills of exchange issued by the Corporation, except in cases where the signing and execution thereof shall be expressly assigned by the Board or by these By-Laws to some other officer or agent of the Corporation. The Treasurer in conjunction with the Finance Director shall make such payments as may be necessary or proper to be made on behalf of the Corporation. The Treasurer in conjunction with the Finance Director shall maintain full and accurate books of account reflecting the transactions, assets, and obligations of the Corporation and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. In general, the Treasurer shall perform all the duties incident to the Office of the Treasurer, subject to the control of the Board.
2. **Vacancies.** In the event that any office of the Board becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Board of Directors shall elect an officer to fill the

vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Board and until the election and qualification of his/her successor.

3. **Removal.** Any officer of the Board may be removed from office by the affirmative vote of two-thirds of the membership of the Board of Directors at any regular or special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least five days notice in writing prior to the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE VII

Officers of the Corporation

1. **Officers.** The officers of the Corporation shall be an Executive Director, Secretary, a Treasurer, and any other officers that the Board of Directors may designate. Individuals to serve in these capacities shall be designated by the Board of Directors and given powers and duties consistent with these By-Laws. Any two or more Officers may be held by the same persons except the offices of Executive Director and Secretary; however, no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or by the By-Laws to be executed, acknowledged, or verified by two or more officers.
 - (a) **Executive Director.** The Executive Director shall be appointed by the Board of Directors, and shall have and exercise general charge and supervision of the affairs of the Corporation (including authority to hire and dismiss employees and to determine the compensation of employees other than officers), and shall perform such other duties and have such powers as the Board of Directors may assign.
 - (b) **Secretary.** The Secretary of the Board shall serve as Secretary of the Corporation.
 - (c) **Treasurer.** The Treasurer of the Board shall serve as Treasurer of the Corporation.
2. **Compensation.** The Board of Directors shall fix the compensation of the Executive Director of the Corporation, and the Executive Director shall fix the compensation of all other employees of the Corporation.
3. **Removal.** The Executive Director of the Corporation may be removed from office upon the affirmative vote of a majority of the membership of the Board at any regular or special meeting called for that purpose. The Executive Director shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE VIII

Meetings

1. **Regular Meetings.** The Board of Directors shall meet at such times and dates as designated by the Chair of the Board, through a written call of the majority of Board members, or upon resolution of the Board. The annual meeting and election of officers will be held at a regularly scheduled meeting in the first half of the fiscal year. Nominations for officers will be distributed at least 30 days in advance of the Annual Meeting. Upon a majority vote of the Board, duly elected officers shall take office immediately following the Annual Meeting.

Written notice of the time, date, and place of Board meetings shall be given by the Chair of the Board or the Executive Director of the Corporation to each member of the Board at least seven (7) days in advance of the meeting.

2. **Place of Meetings.** The meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place as the Chair of the Board of Directors may designate.
3. **Special Meetings.** The times, dates, and places of special meetings of the Board may be set at the call of the Chair, upon written call by ten members of the Board, or action of the Executive Committee, or upon resolution of the Board. Notice shall be given by the usual means of communication at least seventy-two (72) hours prior to a special meeting, unless waived in writing by all members.
4. **Attendance as Waiver of Notice.** Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
5. **Attendance Requirement.** Attendance at all meetings is important for the effective functioning of the Board. Members of the Board shall notify the Executive Director of their inability to attend a lawfully scheduled meeting. Failure to attend without notification three or more regularly scheduled consecutive Board meetings will be considered an effective resignation.
6. **Alternates.** Any Director may send a nonvoting representative for the conduct of regular Board business, exclusive of executive sessions.
7. **Quorum.** Forty percent (40%) of the members of the Board shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting. Alternates are not included in the determination of a quorum.
8. **Parliamentary Rules.** All meetings shall be conducted in an open, orderly, and fair manner; and Robert's Rules of Order, as revised, shall apply to all deliberations.
9. **Manner of Acting.** Except as otherwise provided by law, the Articles of Incorporation, or these By-Laws, all matters before the Board of Directors shall be decided by a simple majority vote of the Directors present at a meeting at which a quorum exists. No proxy votes will be permitted.

Any one or more or all of the Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other, technology permitting, and in such a way that the technology complies with state requirements under Section #10 below. Participation in a meeting by means of a conference telephone or similar communications device shall be deemed presence in person at such meeting.

10. **Compliance with State Requirements.** So long as the Corporation receives funding from the State of North Carolina, it shall conduct its operations, including its meetings, in a manner comparable to Article 33C of Chapter 143 of the North Carolina General Statutes (the Open Meeting Law), and Chapter 132 of the North Carolina General Statutes (the Public Records Law).

ARTICLE IX

Contracts, Checks, Deposits and Funds

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. **Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
4. **Funds.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation such as banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer, officers, agent, or agents of the Corporation to whom the Board may delegate such power.
5. **Acceptance of Gifts.** The Board, or any officer or officers or agents or agents for the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.
6. **Audits.** On request of a majority of the Board, or according to the schedule of the State Auditor, the accounts of the Corporation shall be audited by a reputable certified public accountant, whose report shall be reviewed by the Finance Committee and submitted to each member of the Board. This requirement may be met by having an audit conducted by the State Auditor, as specified in Article XI, Number 3.
7. **Bond.** At the direction of the Board, any officer or employee of the Corporation shall be bonded. The Corporation shall pay the expense of procuring any such bond.

ARTICLE X

Indemnification

Any person who at any time serves or has served as a member of the Board of Directors or officer of this Corporation, or in such capacity (as officer or director) at the request of the Corporation for any other Corporation, whether for profit or non-profit, shall have the right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, lien, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this By-Law, including without limitation, to the

extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

ARTICLE XI

Relations with Public Bodies

1. **Grants and Appropriation.** The Corporation contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public bodies of North Carolina. Expenditures by the Corporation of such grants or appropriations shall be made only for public purposes and only for the charitable purposes of the Corporation and according to law.
2. **Report to Public Bodies.** Within thirty (30) days after the audit required by Article IX, Section 6 shall have been distributed to each member of the Board, the Chair shall transmit a copy of that audit to any public body of the State of North Carolina from which any grant or appropriation has been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the Corporation during that fiscal year and stating the Corporation's compliance, to the best of the knowledge of the Chair, with the provisions of this Article XI.
3. **Audit by State Auditor.** So long as the Corporation receives funding from the State of North Carolina, the Corporation shall be subject to the audit and review by the State Auditor pursuant to Article 5A of Chapter 147 of the North Carolina General Statutes.

ARTICLE XII

Fiscal Year

Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the first day of each July and end on the last day of June next ensuing.

ARTICLE XIII

Prohibition Against Sharing in Corporate Earnings

No director, officer, employee or member of a committee of the Corporation, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the Corporation, but this shall not prevent the payment to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the Corporation in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation. All directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board, after satisfaction of the Corporation's liabilities, shall be transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

ARTICLE XIV

General Provisions

1. **Limit of Use of Property and Funds to Purposes of the Corporation.** No funds or property of the Corporation shall be devoted to or expended for any purpose or objective not stated in the Corporation's Articles of Incorporation, but all the Corporation's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the Corporation be used for personal benefit, by way of compensation, directly or indirectly, of these directors, with the exception of the Executive Director, who may be paid a salary set by the directors for services actually rendered.
2. **Conflict of Interest.** When a Director has reason to believe that her/his own actions of any Director(s) may be a real or apparent conflict of interest, she/he shall immediately notify the Chair of the Board. No member shall knowingly vote on any matters which may result directly or indirectly in financial advancement for that member or for any of the member's family, including in-laws. Each Board member will receive and sign the Board's conflict of interest form.
3. **Waiver of Notice.** Whenever any notice is required to be given to any director or other person under the provisions of these By-Laws, the Articles of Incorporation, or any applicable law, a waiver thereof and writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
4. **Amendments.** These By-Laws may be altered, amended, or repealed, or new By-Laws may be adopted, at any meeting of the Board of Directors, on the request of the majority of the board or by a vote of a majority of the Directors in office, if at least ten days written notice is given of the intention to take such action at such meeting.