

Children's Forum By-Laws

ARTICLE I - NAME

The name of the corporation shall be the Children's Forum, hereinafter referred to as "The Forum," a corporation not for profit under the laws of the State of Florida.

ARTICLE II – PURPOSE AND GOALS

- ☐ The purpose and goals of the Corporation are in the Forum's Vision which is: *Connected and engaged communities supporting children for life-long success.*
- ☐ Mission Statement: *Through collaboration, the Forum builds and supports systems to promote positive experiences and outcomes for young children.*

Goals of the Forum to advance this mission include but are not limited to:

- A. The Forum will provide innovative, responsive assistance, support and professional development within the early care and education field at the local, state, and national levels.
- B. The Forum will generate and disseminate valid, reliable and current best practices, data and research informing decision-making and measuring outcomes.
- C. The Forum will provide collaborative leadership to promote effective public policy advocacy for early care and education and school-age services.
- D. The Forum will maintain a sustainable marketing plan in order to support local, state and national agencies in educating the public about the value of high quality early care and education and school age services.
- E. The Forum will promote compensation initiatives for early care and education and school-age care professionals commensurate with the critical importance of their work.
- F. The Forum will provide collaborative leadership and develop tools (strategies) to improve systems of care, education, and healthy development for all children and youth.

ARTICLE III - MEMBERSHIP

A. Composition

General membership in this corporation will be open to all interested individuals and / or organizations that are committed to the purpose of the Forum.

B. Membership

1. General membership will include the following categories

- Teacher
- Director/Owner/Operator
- Supporting member
- Supporting organization

General members do not have a vote on the Board of Directors.

2. A membership year will be for 12 months commencing with the month that membership fees were paid in any given year.

C. Discrimination

Membership will not be denied or abridged because of race, sex, color, creed, religion, national origin, disability, or sexual orientation.

D. Termination of Membership

Members may terminate their membership at any time by submitting a letter of resignation or by failure to renew membership as indicated by non-payment of annual membership fees.

ARTICLE IV-MEMBERSHIP FEES

- A. Membership fees may be paid at any time. The membership period will commence during the month that fees were paid and will continue for 11 consecutive months thereafter with the exception of lifetime members.
- B. Membership fees will be determined annually and approved by the Board of Directors.

ARTICLE VI- BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors:

- A. General Powers. The activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities to any person or persons or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

B. Number of Directors. The Board of Directors shall consist of not less than eight (8) and nor more than twenty (20) Directors.

C. Composition and Qualification. The Board of Directors shall be comprised of individuals who are committed to the vision and mission of the Children's Forum.

1. The Nominating Committee of the Board of Directors will develop a slate of nominees for the positions on the Board of Directors.
2. The proposed board members will be chosen from the following sectors and interest areas: business, fund raising or grant making organizations, finance, law, workforce development, pediatric/health care, education, child care providers, parent leadership organizations, religious leaders, nonprofit organizations and early learning coalitions who support the mission of the Forum.
3. Vacancies on the Board may be filled in the same manner outlined above.
4. Board Members shall be elected by a majority vote of Board members present at the regularly scheduled meeting of the full Board of Directors.
5. Any board member who has served as Chair and has subsequently completed his or her service on the Board shall continue to receive minutes of all board meetings and shall be invited to all board meetings but without voting privileges.
6. Compensation: The Board of Directors will serve in a volunteer capacity without compensation. Board members may be reimbursed for travel expenses related to the attendance at board meetings or other functions specifically requested by the Forum, if needed.

D. Duties:

Ensure legal compliance, set policies, and provide strategic leadership; review performance in meeting the Corporation's mission, and compliance with grant and contract requirements; select, evaluate, and/or dismiss the President/Chief Executive Officer. The President/Chief Executive Officer shall be evaluated annually within thirty days following the anniversary of the original appointment to the position of President/Chief Executive Officer. The President/Chief Executive Officer shall have the responsibility of notifying all new Board Chairs as to the date of the anniversary.

E. Removal of Directors:

1. Any director may be removed from office by affirmative vote of a majority of the Board of Directors present at any regular meeting or special meeting whenever in the judgment of the Board the best interests of this Corporation would be served thereby.
2. Any Director who misses two consecutive meetings without notifying the Chair of the Board or President/CEO prior to the start of the meeting will automatically be considered to have resigned.
3. Any Director who has not paid membership fees for a period of one year may be suspended or terminated by 2/3 of the members present at a regularly scheduled meeting of the Board of Directors from Membership on the Board provided the Director had received timely notice of the delinquency.

F. Regular Meetings:

The Board of Directors will meet at least four times each year at a time and place established by the Board of Directors to discuss the business of the Corporation. A tentative calendar shall be provided in January of each year for regularly scheduled meetings. Meetings may be held in person at announced locations or by teleconference. The first meeting after the new year shall be designated as the annual meeting to elect officers.

G. Special Meetings

Special meetings of the Board of Directors may be called at any time by the Chair, or by a quorum of the Directors of the Board. Notice of meetings as reflected in H. may be waived for exceptional circumstances upon approval by the Chair. Special meetings may be held in person at announced locations or by teleconference.

H. Notice of Meetings

At least five days' written notice and an agenda of each meeting will be sent to each member of the Board of Directors at his or her designated address or through electronic communications.

I. Action without a Meeting of the Board

Any action required by the Board of Directors may be taken without a meeting if members of the Board shall individually or collectively consent in writing to such action. Electronic communication shall suffice for this purpose. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

J. Quorum

At any meeting of the Board of Directors, one-third representation plus one of the Directors will be necessary to constitute a quorum for the transaction of business. If a quorum is present, the acts of the majority of the Directors in attendance will be the acts of the Board.

K. Rules of Order

The order of business at all meetings of the Board of Directors will be under the control of the presiding officer and generally conform to Robert's Rules of Order, Revised. The Parliamentarian will make parliamentary recommendations at the request of the Board of Directors.

ARTICLE VII - OFFICERS

A. All officers of the Corporation will be those chosen by the Board of Directors and will consist of a Chair, Vice Chair, Secretary, and Treasurer. Non-Voting Officers include the President/CEO and Vice President/Chief Financial Officer.

B. Officers with voting rights will be elected annually. No person will hold more than one office at a time.

C. Election of Officers

1. The Board of Directors at the annual meeting will elect the final slate of officers.
2. Vacancies - In the event of a vacancy, the Nominating Committee will submit a written nomination to the Board of Directors within thirty (30) days of the vacancy.

D. Chair: Duties

1. Preside over all meetings of the Board.
2. Enforce the By-Laws.
3. Appoint chairs to committees, appoint a parliamentarian, and act as an ex-officio member of all committees.
4. Supervise the President/CEO and annually appoint a committee to assist the Chair to evaluate the President/CEO, and determine annual compensation and terms of employment.

5. Perform all such ceremonies of the Forum as may be necessary.
6. Ensure that policies are upheld.

E. Vice Chair: Duties

1. Perform all the duties of the office of the Chair in absence, incapacitation and/or at the request of the Chair.

F. Secretary: Duties

1. Ensure that minutes are taken and distributed
2. Determine the official quorum for each meeting.
3. Sign and seal all corporate documents as required.

G. Treasurer: Duties

1. The Treasurer shall have the duties of reviewing the corporation's financial reports and annual operating budget based upon proposals.
2. The Treasurer shall ensure that an independent certified public accountant audits the Corporation's financial records at least annually.
3. The Treasurer shall ensure that policies are in place to ensure that match requirements are met and all taxes are paid.

H. President/Chief Executive Officer

The President shall be the Chief Executive Officer of the Corporation and shall serve upon approval by the Board of Directors for such compensation as the members of the Board of Directors may determine. He/She shall have the authority to direct the operations of the Corporation under the policies and the mission statement established by the Board." He/She shall advise, make recommendations to, and assist in formulating policies for the Board of Directors. He/She shall implement the Board of Director's policies and directives.

ARTICLE VIII - COMMITTEES

- A. Nominating Committee: The Board Chair will appoint the Chair of the Nominating Committee. The committee chair will appoint three or more members from the board to serve as designated by the Chair..

1. The Committee will prepare the slate for the election of officers and conduct the election process.
 - a. Present the slate of officers at a designated annual meeting, to be recorded in the minutes.
 - b. Nominations from the floor will be accepted.
2. The Committee will bring forth recommendations for Board members as vacancies occur and on a schedule that meets the needs of the organization.

B. Ad Hoc Committees: The Board Chair will determine if additional committees are necessary for any useful purpose. Should the Board of Directors or the Chair determine that additional committees are necessary; the Committee Chair shall be designated by the Chair of the Board of Directors.

ARTICLE IX - AMENDMENTS

- A. By-Laws may be amended and/or rescinded by 2/3-majority vote of the Board of Directors.
- B. Proposed amendments and or deletions must be distributed to all Board members one month prior to the Board meeting. The notice provision may be waived for exceptional circumstances with approval from the Chair and a 2/3 majority vote of the Board of Directors.

ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

Provision shall be made for indemnifying members of the Board of Directors, trustees, officers or employees of the Corporation against liability incurred while acting properly for the Corporation or on its behalf. Such indemnification shall include reasonable attorney's fees and expenses actually and necessarily incurred in defense of section, suit or proceeding brought against such a person. Indemnification should be achieved through carrying appropriate liability insurance.

ARTICLE XI - MISCELLANEOUS

- A. Fiscal Year:

The Fiscal Year of the corporation will begin July 1 and end on June 30, or as such may be otherwise determined by the Board of Directors.

- B. Limitations:

The purpose listed in Article II will not exceed the limits stated in Section 501(c)(3) of the Internal Revenue Code.

C. Restrictions:

No part of the assets, income, or net earnings of the corporation will be distributed to or inure to the benefit of its members, directors, or officers.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the corporation for any reason, all assets of the corporation will be dedicated to purposes exempt from taxation under the Internal Revenue Code and regulations thereunder.

CERTIFICATION:

We the members of the Board of Directors of the Children's Forum certify that the foregoing By-Laws were duly adopted as amended by the Board of Directors on March 27, 2017.

A handwritten signature in black ink, appearing to read 'H.B.', is positioned above a horizontal line.

Robert H. Buesing
Chair, Board of Directors