

SUCCESS BY 6 COALITION OF DOUGLAS COUNTY

BYLAWS

ARTICLE I – ORGANIZATION

Section 1 – Name. The name of this organization shall be Success By 6 Coalition of Douglas County (Referred to herein as SB6).

Section 2 – Location. The principal office of SB6 will be 2518 Ridge Court, Lawrence, Kansas 66046.

Section 3 – Changes to Name. The Corporation may at its pleasure by a vote of the Board of Directors change its name.

ARTICLE II – PURPOSE

Purpose. The purpose of the Success By 6 Coalition is to bring together a broad-based community coalition to work collaboratively to ensure that all Douglas County families of children under 6 have what they need to successfully parent their young children, thereby fostering positive parent-child relationships and preparing children for success in school and in life.

ARTICLE III – MEMBERSHIP

Section 1 – Members. Any person residing or doing business in Douglas County, Kansas may apply to become a member of the Success By 6 Coalition.

Section 2 – Application for Membership. Application for membership shall be made by completing the Success By 6 membership application, including name, address, phone number, fax and email address and submitting the application to the principal office. Persons applying for membership will be formally accepted as members by a majority vote of the Board of Directors at the regular meeting following the receipt of their application barring any behavior consistent with section 4 of this article.

Section 3 – Voting Members. Any member who has attended two or more meetings of the Success By 6 Coalition or Board of Directors in the preceding 12 months may vote in the election of the Board of Directors.

Section 4 – Resignation of Membership. Resignation from SB6 may be done by sending a letter or email message to the principal office. Persons automatically cease to be members by attending zero meetings in one calendar year.

Section 5 – Termination or Suspension. If any member of SB6 shall commit any act prejudicial to the conduct of the affairs of SB6, or the purposes for which it is formed, or shall have changed his or her status so as to be ineligible for membership, such person shall be notified in writing to appear personally before the board of directors at a designated time not less than thirty (30) days after such notification, and at such time shall be given a hearing. By two-thirds vote of all the directors present at the meeting the membership of such person in SB6 may

be terminated or suspended. Suspension is not appropriate when the person has ceased to be a person in the category of persons eligible for membership. If either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminated member. Written notice hereunder shall be delivered by the registered mail to the member's last known address.

Section 6 – Transfer of Membership. Membership in SB6 shall be non-transferable. There shall be no transfer of alienation by inter vivos or testamentary device or otherwise.

ARTICLE IV – DIRECTORS

Section 1 – Establishment of Board of Directors. All corporate powers shall be exercised under the authority of the Board of Directors as stated in the Articles of Incorporation and these By-Laws. The Board of Directors shall have all powers granted by Kansas law and statutes, except that the Board shall not have or exercise any power that prevent SB6 from qualifying or continuing as an organization described in Code Section 501c3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

Section 2 – Composition. The Board of Directors will be composed of the SB6 Coalition Co-chairs, a representative of each implementation group, and up to fourteen other individuals representing various segments of the community (such as businesses, the faith community, parents, early childhood specialists, health and social services professionals). The Executive Director of the United Way of Douglas County will serve on the Board of Directors if the United Way of America licensed trademark “Success By 6” is in use by the Success By 6 Coalition. . Success By 6 Collaborative Projects Coordinator will attend and provide resources but will not be a voting member. The immediate past Co-Chair will serve a one-year term on the Board of Directors after the end of her/his term as Co-chair. It will be the responsibility of the Nominating Committee to recruit and present a representative slate of candidates for the Board of Directors. Subcommittees of the Board of Directors will be formed as needed. The Executive Committee and Finance Committee will be standing subcommittees of the Board of Directors.

Section 3 – Selection. Voting members of SB6 will elect one Co-chair and one half of the Board of Directors at each annual meeting from a slate proposed by a nominating committee. The Nominating Committee will consist of three voting members of the Coalition (who volunteer at the September Coalition meeting or are appointed by the Chair of the Coalition). Nominations will also be taken from the floor at the November meeting of the SB6 Coalition. The elected chair (or one of the co-chairs) will serve as chair for both the Board of Directors and the Coalition.

Section 4 – Term. Each Co-chair and Board of Directors member will serve a two-year term starting on January 1 of the year following their election, unless the Board specifically designates a shorter term at the time of the election of a Board Member.

Section 5 – Removal of Directors. Any Director may be removed, with or without cause, by the vote of two-thirds (2/3) of the Members of the Board of Directors of SB6.

Section 6 – Duties. The Board of Directors shall provide expertise, guidance, and oversight for the implementation groups and overall Coalition strategies. As elected representatives of the Success By 6 Coalition, the Board of Directors has the authority to approve new overall strategies to be undertaken by the Coalition. Authority to develop and implement action plans related to a particular strategy shall be delegated to implementation groups.

ARTICLE V – OFFICERS AND COMMITTEES

Section 1 – Officers. The Board officers shall consist of the Co-Chairs, Treasurer, and Conveners of Implementation Groups. The Board of Directors will elect the Treasurer from its membership. The Treasurer will be the chair of the Finance Committee.

Section 2 – Implementation Groups. Implementation Groups shall be composed of persons interested in a particular Success By 6 strategy who work together to develop and implement action plans related to that strategy (with support and oversight from Board of Directors and Success By 6 Coalition). The implementation groups shall keep the Board of Directors informed of their plans and progress through their representative to the Board of Directors. The implementation group will keep the full Coalition informed through reports/updates presented at Coalition meetings.

Section 3 – Executive Committee. The Executive Committee is a subcommittee of the Board of Directors. The Executive Committee shall be composed of the Chair or Co-Chairs of the Coalition, the Treasurer, and the conveners of the implementation groups. The Executive Director of the United Way of Douglas County will serve on the Executive Committee so long as the United Way of America licensed trademark “Success By 6” is in use by the Success By 6 Coalition. Success By 6 staff shall attend, but shall not be voting members of the Executive Committee. The Executive Committee shall be responsible for hiring, oversight, evaluation and termination of staff. The Executive Committee is vested with all the duties, functions, powers and responsibilities of the Board of Directors between meetings of the Board of Directors, subject to ratification by the whole Board at its next meeting. The Executive Committee shall serve as a Personnel Committee including responsibility for an annual evaluation of employed staff.

Section 4 – Finance Committee. The Finance Subcommittee of the Board of Directors shall oversee the financial operations of SB6 and report to the Board of Directors. The Finance Committee and the Treasurer, with the consent of the Board of Directors, may delegate duties to an agent or employee of SB6.

ARTICLE VI – RULES OF GOVERNANCE, MEETINGS AND RECORDS

Section 1 – Rules. Executive Committee meeting decisions shall be made by consensus; if the Executive Committee is not able to reach consensus, a formal vote shall be taken.

Section 2 – Meetings. The annual meeting of voting members shall be held in November of each year. Regular meetings of the SB6 Coalition shall be held every other month. The Board of Directors shall meet every other month. The Board of Directors will not meet fewer than 6

times per year. The Executive Committee shall meet monthly. Implementation Groups shall meet as determined by the members of the implementation group. All annual meetings of members and all other meetings, including meetings of the Full Coalition members, shall be held in locations designated by the Board of Directors.

Section 3 – Quorum. A Quorum of the Board of Directors shall be defined as a majority of the standing members. A Quorum of the Executive Committee shall be defined as a minimum of three of the committee members.

Section 4 – Fiscal Year. The fiscal and operational year for SB6 shall begin January 1 and end December 31.

Section 5 – Indemnification. When a person is sued, either alone or with others, because that person is or was a Director, Officer or Employee of Success By 6, or of another corporation serving at the request of Success By 6, in any proceeding arising out of alleged misfeasance in the performance of duties or out of any alleged wrongful acts against Success By 6 or by Success By 6, that person shall be indemnified for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a.) The person sued is successful in whole or in part, or the proceeding against that person is settled
- (b.) The proceeding finds that the person's conduct fairly and equitably merits such indemnity

The amount of such indemnity, which may be assessed by the proceeding against Success By 6, its receiver, or its trustee in the same or in a separate proceeding, shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the proceeding determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to said person in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although that person is not a party to the proceeding. Notice of the application for such indemnity shall be served upon Success By 6, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding.

Section 6 – Amendments to By-Laws. A committee appointed by the Board of Directors or the Executive Committee shall propose amendments to the membership. At least thirty calendar days written notice of the proposed amendment must be given to directors. By-Laws may be amended at any regular meeting by two-thirds (2/3) of the current Board of Directors.