

LINN COUNTY EARLY CHILDHOOD IOWA BY-LAWS (FY18)

Article I: Name of Board

The name shall be Linn County Early Childhood Iowa. The By-Laws are developed in accordance with Iowa Code Chapter 2561, 21, 22, 69.16.

Article II: Purpose of the Board and Geographic Area

Section I. The Linn County Early Childhood Iowa (ECI) Board was authorized in September 1998 as designated by the then named State Empowerment Iowa Board pursuant to SF 2406.

The Linn County ECI Board shall have the responsibility for setting the policies and conducting the affairs and business of the Linn County ECI area per legislative intent. The purpose and mission are to provide and support quality education, health and social services through community partnerships and collaboration, for children prenatal thru age 5 and their families, resulting in healthy, safe, school ready children.

Section II. Primary consideration for Linn County Early Childhood Iowa (ECI) services will be given to families with children prenatal through age 5 that reside or work within Linn County geographic borders or those that are enrolled in a Linn County School District and also early care providers within the Linn County geographic area.

Section III. This Board may be dissolved, in a manner consistent with the laws of the State of Iowa, and within the requirements of all funding sources.

Article III: Membership

Section I. The Governance Board shall consist of no fewer than 13 and not more than 23 individuals.

Section II. Required Membership is in accordance with Iowa Administrative Code Chapter 2561:

- All members shall be elected officials or members of the public who are not employed by a provider of ECI services to or for the area board.
 - If a citizen Board member becomes a permanent or long-term temporary (over 3 months) employee in an agency receiving ECI funding during their term they are not eligible to remain as a Board member. Their resignation will be noted at the next scheduled Board meeting.
 - If a citizen Board member accepts short-term/interim (3-month or less) employment from an agency receiving ECI funding during their term they can resign or be granted a Leave of Absence, of not more than 3 months, at the discretion of the Board. The member may return to the Board upon conclusion of their short-term/interim duties at the discretion of the Board.
- Board shall include membership from each legislative required membership category which is currently: Education, Health, Human Services, Business and Faith interests and at least one Parent, Grandparent or Guardian of a child prenatal through age five.
 - Education, Health and Human service members are not restricted to employees of State departments.
 - A Member cannot represent more than one legislative required membership category.
- If a vacancy does occur in a required membership category the Board shall fill within 60 calendar days of when the Board recognized the vacancy.

- To ensure compliance in the event of a vacancy the intent is for Board to contain two (2) members that would meet each legislative required membership category. In the event that this did not occur the Nomination Committee will provide a name that meets the legislative requirement for Board action within 60 calendar days of when the Board recognized the vacancy.
- If the vacancy is a non-required representative and the Board still meets the By-Laws regarding number of members then it is at the Executive Committee's discretion to direct Nomination Committee to fill vacancy or wait until the next nominating cycle.
- Board members do not have Alternates.
- Board members serve without compensation but can be reimbursed for travel expenses per Linn County ECI Board Policy and Procedures.

Section III. All members shall be appointed to three-year terms. Member terms shall be staggered. To maximize participation members can be re-elected for a second three-year term, for a maximum of six consecutive years. A member may be appointed to less than a 3-year initial term if they join the Board after the start of the fiscal year.

Section IV. Early Childhood Iowa Board will seek to have gender balance per Iowa Code Chapter 69.16A.

Section V. Membership recruitment shall include a process that is active and open to the community and also targeted invitations to fill identified areas of expertise needed on the Board. Community outreach includes posting the Board Member Application on Linn County ECI website and issuing press releases inviting applications. Board members are to be actively engaged in the recruitment process. Referrals are solicited from Board members and Board members serve on the Nomination Committee.

Section VI. Board responsibilities are outlined in Tool GG from the State Early Childhood Iowa website www.earlychildhoodiowa.org and shall be provided at Orientation of new Board members. Intent is for Orientation of new Board members to occur prior to the first scheduled Board meeting following election of new member(s).

Section VII. Ex-officio members are allowed, but they do not vote and do not count towards quorum. Ex-officio board members are not elected to a Board but are appointed because of a relevant position they hold.

Section VIII. Any member of the Board that misses three consecutive Board meetings with failure to notify the Linn County Early Childhood Iowa office of reason or misses more than ½ of the meetings (Excused or Unexcused) in a fiscal year will be considered to have tendered their resignation. The Chairperson is granted discretion to re-instate said member in the event of mitigating circumstances. Removal of a member for non-attendance does not require Board action, just notification. Board member may voluntarily resign for unspecified reason through communication with the ECIDirector or ECI Board Chair. The resignation becomes final upon notification at the next scheduled Board meeting.

Article IV. Officers

- Section I. The Officers of the local Board are Chairperson, Chair-Elect, Secretary and Treasurer. Officers shall be elected to these positions by the voting members of the Board.
- Section II. The succession plan is for the Chair-Elect to be nominated as the Chairperson for the next fiscal year.
- Section III. Officer terms are for one-year but they can be elected for additional terms. Officers may be re-elected to the same office or another office.
- Section IV. The Nomination Committee will present a slate of Officers to the Executive Committee no later than their last scheduled meeting of the fiscal year and to the Board for action at their last scheduled meeting of the fiscal year.
- Section V. Nominations may be made from the floor at the time of the election provided the consent of the nominee has been obtained in advance.
- Section VI. Officers shall assume their duties effective July 1st.
- Section VII. A vacancy in the office of Chairperson during the fiscal year shall be filled by the Chair-Elect and will be effective upon notification of members at the next scheduled Board meeting. A vacancy in the other Officer positions shall be filled by a candidate recommended by the Nomination Committee and voted upon within two (2) Board meetings.
- Section VIII. The Chairperson shall chair all Board and Executive Committee meetings unless unable to attend. In that event the Chair-Elect will preside. The Chairperson shall perform the usual duties of the office, sign claims, and can be an Ex-Officio non-voting member of all other Committees of their choice.
- Section IX. The Chair-Elect shall have the full authority and capacity of the Chairperson in the event of the Chairperson's absence.

The Secretary shall record and submit the minutes to Linn County Early Childhood Iowa office within 14 calendar days following a Board meeting that they attended. If absent at a Board meeting then a designated Recorder will meet this criterion. The Secretary shall serve on the Executive Committee.

The Treasurer shall review and report on the financial controls at each scheduled Board meeting where fiscal is listed as an agenda item. If absent at a Board meeting then a designee will meet this criterion. Treasurer shall serve as Chair of the Finance Committee and may also serve on the Executive Committee as their schedule permits.

Article V. Committees

- Section I. The Board shall appoint Standing and Ad Hoc committees, as deemed appropriate and necessary, to carry out the Board's mission and vision and Early Childhood Iowa legislation. The committees will include Board members, Linn County Early Childhood Iowa staff and may include community partners as appropriate.
- Section II. Board members are required to serve on a Board Committee.
- Section III. Committees shall follow Open Meetings and Open Records laws.

Section IV. Iowa law does not allow Committees to have decision-making authority but they can make recommendations to the Board.

Section V. Membership in the Standing Committees, other than Executive, is determined through self-selection. The intent is that by the second Board meeting of the fiscal year Board members will be provided a Survey to inform staff of their Committee membership preferences. A Committee roster is developed from the survey that reflects a balanced distribution of members as determined by the Linn County ECI Director with input from Executive Committee as needed. Board members may be assigned to Committees they did not choose in order to obtain the desired balance. Valued community members may be invited or volunteer to serve on a Committee that allows non-Board members. The Board Chairperson may participate in any committee as a non-voting member.

Section VI. Standing Committees and their membership requirements are as follows:

- Executive: Comprised of Chairperson, Chair-Elect, Secretary and Linn County ECI Staff. The Treasurer may serve on the Executive Committee in addition to their required role as Chair of Finance as their schedule permits. The Executive Committee shall have general supervision of the affairs of the Board between Board meetings. Unless otherwise directed by the Board or Linn County ECI Director meetings of the Executive Committee shall be scheduled to meet at least six (6) times per fiscal year.
- Finance: Comprised of Treasurer, current Board members and, as applicable, prior Board members may be invited to join. Primary duties include review of financial controls, coordination of annual funding request process and recommendation of financial policies. If prior Board members are invited to join then they shall comprise a minority of the committee membership.
- Nomination: Comprised of current Board members and complemented as applicable with invited Community members. Primary duties include recruiting prospective Board members and recommending a slate of Officers and new Board members for Board action. If Community members are invited to join then they shall comprise a minority of the committee membership.

Section VII. Ad Hoc Committees, such as Evaluation and Community Awareness, are developed as needed to address fiscal year priorities not covered by the Standing Committees. Where feasible the Ad Hoc Committees will be identified by the second Board meeting of the Fiscal year and included in the Committee Preference survey provided to the Board. Membership will be determined by self-selection. If Community members are invited to join then they shall comprise a minority of the committee membership.

Article VI. Quorum

Section I. A quorum of ECI Board members is required to conduct business. A quorum shall be defined as 50% plus one (1) of the current Board roster. No business can be transacted without a quorum except to adjourn the meeting. Electronic or Telephonic participation is only allowable as described in Open Meetings and Open Records Article of these By-laws.

Section II. A simple majority vote (50% + 1) of those present at a meeting of the Governance Board where a quorum is present shall determine all matters of business except the following two exceptions. These require 2/3rds-majority vote of the total current membership of the Board:

- (a) Removing a member by the Board for reason other than attendance.
- (b) Amending or revising the By-Laws.

Section III. Leave of Absence (LOA) status shall be granted to a Board member upon Board notification by Linn County ECI Staff. Leave of Absence will typically apply to members experiencing an extended or planned absence due to health, family, employment or temporary re-location. Board minutes shall specify which member is on Leave of Absence and the new Board membership number for determining quorum. Leave of Absence cannot take the Board numbers below the minimum established in the By-Laws. Leave of Absence members are to be noted with that label in the attendance section of the Minutes until their return to the Board. Duration of Leave of Absence is limited to not more than three consecutive months. LOA may extend past the maximum in the event of mitigating circumstances pending Board Chair approval.

Article VII. Parliamentary Authority

Section I. Although Linn County Early Childhood Iowa will strive for consensus, Robert's Rules of Order shall serve as Parliamentary Authority for conducting business.

Article VIII. Open Meetings and Open Records

Section I. All regular and special meetings of the Board shall be open to the public in accordance with the Iowa Open Meetings Law. Under Chapter 21 of the Code of Iowa, meetings of governmental bodies (including 28E entities) must be held in a session that is reasonably accessible to the public and preceded by public notice. Consequently, unless otherwise provided by law, all actions and discussions at meetings of governmental bodies, whether formal or informal, must be conducted and executed in an open session. Additionally, a governmental body must keep minutes of all its meetings showing the date, time and place, the members present, and the action taken at each meeting.

Meetings are to occur in a location that is reasonably accessible to the public and when necessary, reasonable accommodations for attendance will be provided. Persons needing accommodation shall contact the Linn County ECI Office via phone, in-person or e-mail.

Section II. The intent is for the Board to meet at least nine (9) times per fiscal year. Board meeting schedule and agendas are available on the Linn County ECI website or by contacting the Linn County ECI office. Committees meet as warranted.

Public meeting notice to include at a minimum the date, time, place and tentative agenda. The agenda will include a section for Public Comment.

Meeting notices will be submitted for public notification to news media, who have filed a request for notice with the Linn County ECI Office. The Agenda will be posted at least 24 hours before the scheduled meeting in a prominent place easily accessible to the public and clearly designated for that purpose at the principle office of Linn County ECI or at the building where the meeting will be held.

A Board or Committee meeting packet shall be provided to each member of the Board and or Committee at least three (3) business days in advance, unless for good cause such notice is impossible or impractical. A reminder notice may be provided no less than one (1) day in advance.

Section III. An Officer on the Executive Committee or a simple majority of the Board can call for a Special Meeting. Special Meetings will require a 24-hour notice per Iowa Code, unless there are extenuating circumstances, and notification will follow Iowa's Open Meetings Law.

When necessary to meet on less than 24 hour-notice, or at a place that is not reasonably accessible, good cause for departing from the notice requirements shall be entered into the minutes.

Section IV. Linn County Early Childhood Iowa staff will generate the Board agenda and provide a draft for review at the prior Executive Committee meeting. Any Board member may request an item to be placed on the Board agenda by contacting the Linn County Early Childhood Iowa Director or Chairperson in writing at least one (1) business day prior to that month's Executive Committee meeting date.

Section V. Meeting participation by Electronic or Telephonic method may occur if conducted in compliance with Iowa Code Section 21.8. Such meetings must:

- Provide public with access to the conversation to the extent reasonably possible; and
- Comply with notice requirements; and
- Record in the minutes why in-person participation was impossible or impractical and comply with procedures for closed meetings when applicable.

Section VI. Under Chapter 22 of the Code of Iowa, Iowa's Open Records Law, the public has a right to examine, copy, and publish a record or the information contained in a record of a governmental body unless it is otherwise confidential under state or federal law. Linn County ECI public records includes all records, documents, tape, or other information, stored or preserved in any medium, including computer records developed, received, or maintained by a public body or official as a convenient, appropriate, or customary method by which the body or official discharges a public duty.

The public has a right to examine and copy public records while the records are in the possession of the custodian at any time during the customary office hours of the custodian. The Linn County Early Childhood Iowa (ECI) Director is the custodian of the records of the Board and will serve as the contact point for members of the public that request access to records. Requests for information are to be submitted to the Linn County ECI Director and can be made in person, phone or by mail. The intent is that the Board's public records are retained at the Linn County ECI office.

Article IX. Conflicts of Interest

Section I. Board members must declare any and all conflicts of interest including perceived conflicts of interest. Any Board member that has a conflict of interest shall abstain from voting. They shall also govern themselves accordingly during the discussion/debate of the issue in which they have a conflict of interest.

Section II. The "Conflict of Interest Policy" will be reviewed with members at the first Board meeting of each fiscal year. The Board will document their acceptance of the policy by their signature on the form. Linn County Early Childhood Iowa staff will keep the form on record for one fiscal year after the date of the signature.

Article X. Liability

Section I. An ECI Board is a unit of local government for purposes of Chapter 670, relating to tort liability of governmental subdivision. The governing body of a municipality shall purchase a policy insuring against all or any part of liability, which might be incurred by its officers, employees and agents.

Section II. Monies expended by a Board to acquire necessary insurance or other liability coverage shall be considered an administrative cost per Iowa Code.

Section III. The Board shall carry an insurance policy that includes, at a minimum, General Liability and Directors & Officers Liability to protect Board Officers and Board Members and staff, unless covered under other insurance.

Article XI. Amendments to By-Laws

Section I. By-Laws will be reviewed annually by a designated Committee, which then shall provide amendments or revisions, as applicable, to the Board for review and action. Changes to By-Laws will be cross-referenced with the Board's Policy and Procedure Manual to ensure consistency.

Section II. Proposed amendments or revisions must be submitted in writing to the Board. The proposed amendments or revisions will be presented at one meeting and voted on at the subsequent Board meeting. Amendments are for minor changes. Revisions reflect significant changes.

Section III. By-laws shall be amended or revised by a 2/3rds majority vote of total current membership of the Board.

<u>By-Laws Review Process:</u>	FY 18
Board's second review and action on By-Laws Amendments:	11/28/17
Board's first review of By-Laws Amendments:	10/24/17
Executive Committee review of By-Laws:	10/11/17