

BY~LAWS
BOARD OF DIRECTORS
OF THE

CHILDREN'S DEVELOPMENTAL SERVICES
OF CAMPBELL COUNTY

AUGUST 2019
Board of Directors

Wendy Balo, Chairwoman

Carol Yonkee, Vice-Chairwoman

Bertine Bahige, Treasurer

Cindy Reardon, Secretary

Luke Wilkins, Member

Bob Tranas, Executive Director

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OF
CHILDREN’S DEVELOPMENTAL SERVICES
OF CAMPBELL COUNTY

Article I

NAME

The name of this agency is the Children’s Developmental Services of Campbell County. It shall be located in the City of Gillette and County of Campbell, Wyoming.

Article II

The Children’s Developmental Services of Campbell County is a department of county government.

“The Mission of the Children’s Developmental Services of Campbell County is to serve the community by providing comprehensive quality early childhood services, for children and their families, in caring and compassionate integrated environments, so that all children may achieve their fullest potential as unique individuals in society.”

GOAL: Children’s Developmental Services of Campbell County will establish a foundation of learning that promotes the necessary skills of attention, memory, problem solving, creativity, language and literacy.

GOAL: Children’s Developmental Services of Campbell County will create a culture that promotes socially competent individuals who will build relationships by interacting with peers and gain skills to appropriately regulate and express emotions.

GOAL: Children’s Developmental Services of Campbell County will provide opportunities for wellness to allow children to meet their own needs and live an active healthy lifestyle.

GOAL: Children’s Developmental Services of Campbell County will partner with families in naturally occurring environments to provide supports, services, information and resources.

GOAL: Children’s Developmental Services of Campbell County will partner with community resources to advocate in meeting the needs of children and families.

The Children’s Developmental Services of Campbell County shall serve the needs of children regardless of economic status, race, color or national origin.

Article III

BOARD OF DIRECTORS

- Section I. MANAGEMENT: The management and control of the affairs of this agency shall be vested in and exercised by the Board of Directors. (The Board of Directors shall consist of not more than nine (9) members nor fewer than five (5) members and an EHS Liaison who does not vote.) The Board of Directors shall also consist of people residing in Campbell County and will be appointed by the Board of County Commissioners. The Board will be accountable to the County Commissioners for all actions.
- Section II. ELECTION OF BOARD: The members of the Board of Directors shall be appointed by the Campbell Count Board of Commissioners to serve a 3-year term. Terms of the Board of Directors should be rotating so that their terms do not expire at the same time.
- Section III. TERMS OF OFFICE OF MEMBERS OF THE BOARD OF DIRECTORS: Officers shall be elected by the existing Board of Directors. No Board of Directors officer shall be eligible for reelection to a third consecutive term in office, except when at least one year has lapsed since the previous term.
- Section IV. CONFLICT OF INTEREST: The Board of Directors shall exercise due care and caution, and avoid potential or actual conflict of interest considerations, in any relationships between any Board Member and the agency.
- Section V. POWERS OF THE BOARD OF DIRECTORS: The Board shall have all powers to conduct and control the affairs of the agency, subject to the limitations established by these by-laws. Its duties shall include, but not be limited to, the following:
- (A) Adoption of the fiscal year of the agency.
 - (B) Adoption of operation, budget and authorization of its officers and director, to carry out activities authorized by the budget.
 - (1) Authorization of purchases and other expenditures over a certain predetermined sum, within the limits of the year's budget.
 - (2) Exploration of sources of income, other than tuition, to maintain

- adequate operation of the Center.
- (3) Arrangement for necessary bonding of all persons who are required to handle agency funds.

(C) Formulation and adoption of operating procedures, policies and regulations, as may be necessary to carry out its responsibilities and effectively administer the affairs of the Children’s Developmental Services of Campbell County.

(D) Hire an executive director to administer both the program and business aspects of the Center’s operation.

- (1) Describe the duties of the Director.
- (2) Establish salary based on County pay structure.

(E) Serve as a liaison between the Center and the sponsoring body (Board of Campbell County Commissioners).

(F) Formulate a strong program of community relations and services.

(G) Support the program in the light of changing external and internal needs.

(H) Support the program developed.

Section VI: BOARD VACANCY: A vacancy on the Board of Directors shall be filled for the remainder of the term. The Chairperson of the Board shall notify the County Commissioners of the vacancy. Each person appointed by the Campbell County Board of Commissioners to fill a vacancy shall serve the unexpired term.

Section VII. REMOVAL FROM THE BOARD: Any member of the Board of Directors who is absent at three successive regular meetings of the Board will be questioned as to his or her continuing interest in the Children’s Developmental Services of Campbell County and asked whether or not he or she wishes to remain on the Board. The Board then may or may not recommend to the County Commissioners consideration of removal from the CDS-CC Board of Directors.

Section VIII. BOARD MEETINGS: The Board of Directors shall meet once a month at a time and place designated by the Chairperson. Regular monthly meetings, generally, will be held the last Wednesday of every month at 7:00 P.M. at the Children’s

Developmental Services of Campbell County. Special meetings of the Board of Directors shall be called at the request of two (2) Board Members, or may be called at the discretion of the Chairperson. Notice of any regular or special meetings shall be given to each Board member.

Section IX. ANNUAL MEETING: The annual meeting shall be held in the month of July.

Section X. QUORUM: A quorum at any regular or special meeting shall consist of not less than sixty percent (60%) of the Board Members. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

Section XI. VOTING: All matters considered during meeting shall be decided by a majority vote of those present, or as designated in Roberts Rules of Order, all votes shall be by voice except upon request of anyone present; a roll call vote shall be taken. The Chairperson shall not vote except in case of a tie, in which event he or she shall cast the deciding vote.

Article IV

OFFICERS

Section I. OFFICERS: The officers of this agency shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. All officers and members of the Board of Directors shall serve without compensation.

Section II. ELECTION OF OFFICERS: A majority of the whole Board of Directors present at each annual meeting, shall elect a Chairperson, a Vice-Chairperson, Secretary, and Treasurer. The officers of the corporation shall hold office for a term of one year.

Section III. DUTIES OF OFFICERS: The duties of elected officers shall be those usually pertaining to their positions and shall include the following specific duties assigned to each office:

(A) Chairperson

1. Call all meetings of the Board of Directors.
2. Preside over meetings of the Board of Directors.
3. Appoint the standing committees and their chairperson.

(B) Vice-Chairperson

1. The Vice-Chairperson will assist the Chairperson in the discharge of his or her duties and will preside at the meetings of the Board of Directors in the absence of the Chairperson.
2. In case of inability from any cause of the Chairperson to act, the Vice-Chairperson will perform the duties of the office of Chairperson.

(C) Treasurer

1. The Treasurer shall review the books and records of the financial transactions of the corporation.
2. He or she shall review the annual reports of the financial status after agency preparation for presentation at the annual meeting, and such other reports regarding financial plans and results of operations.
3. The Treasurer shall insure that an annual audit is conducted. Such audit to be open to any Board of Directors member upon request.
4. He or she may serve as Chairperson of the finance and Budget Committee and may perform such other duties as the Board of Directors may designate.

(D) Secretary

1. The Secretary shall be responsible for the preparation and distribution of the minutes of all meetings of the Board of Directors.
2. The Secretary shall also maintain a current list of Board Membership, and shall, under the direction of the Chairperson, issue notices of meetings of the Board of Directors, and shall perform such other duties as may be required by these By-Laws, or assigned by the Board of Directors Chairperson.

Article V

EXECUTIVE DIRECTOR AND STAFF

- Section I. EXECUTIVE DIRECTOR: The Executive Director of the agency is responsible to the Board of Directors for the operation of the agency in accordance with governance policies established by the Board.
- Section II. STAFF: There shall be an Executive Director and such other members of the staff as the Board of Directors shall deem necessary.
1. The Executive Director shall employ such staff as are required to fulfill the purposes and objectives of the agency, in accordance with policies and governance policies established by the Board of Directors and Campbell County.
 2. The Executive Director shall keep the Board informed on all aspects of the program, and shall keep a record of all information of value to the agency, and shall be the medium of communication among all departments of the agency and between the agency and community as adopted by the governance policy.

Article VI

STANDING COMMITTEES

- Section I. STANDING COMMITTEES: The following Standing Committees shall be appointed for a term on one (1) year by the Chairperson, as soon as feasible after his or her election:
- (A) POLICY COMMITTEE: The Policy Council at the grantee agency level and the Policy committee at the delegate agency level have policy-making authority and, therefore, are governed by locally determined bylaws that ensure clarity and consistency in function and purpose.
 - (B) NOMINATING COMMITTEE: This committee shall be composed of not less than two (2) Board Members, and shall be appointed by the Chairperson. It shall be the purpose of the committee to seek individuals interested in early childhood education/special education, and to fill vacancies on the Board of Directors. These names shall be submitted to the County Commissioners for consideration.
 - (C) PROGRAM AND LONG-RANGE PLANNING COMMITTEE: Shall investigate and make recommendations to the Board on issues pertaining to possible

future number of children, and the facility's capacity, services to be offered, size and type of physical facilities, acquisition of land and/or buildings, funding possibilities for programs and facilities, and other issues that may be assigned by the Chairperson.

(D) FINANCE AND BUDGET COMMITTEE: Shall investigate and make recommendations to the Board on all issues pertaining to budgets, financial reporting systems, anticipated expenditures not included in the budget, general financial condition of the agency, and other financial matters that may be assigned by the Chairperson.

(E) PERSONNEL COMMITTEE: Shall investigate and make recommendations to the Board on issues pertaining to agency staff, including: type and level of benefits, cost of living increases, merit increases, personnel policies, grievance procedures, staff salary levels, hiring policy, nondiscrimination policy, and other issues as may be assigned by the Chairperson.

1. Recommended employment of Executive Director.
2. Annual review, revise personnel practices, job description, and pay scales, subject to the approval of the Board.
3. Review board in personnel procedures, set discussion between Executive Director and personnel Committee on matters pertaining to personnel and personnel procedures.

(F) BY-LAWS REVIEW COMMITTEE: Shall investigate and make recommendations to the Board on issues pertaining to adequacy of the agency By-Laws. Such issues to include agency purposes, goals and conformity with legal requirements.

Section II. SPECIAL COMMITTEE: The Chairperson, from time to time, shall designate such additional committees as may be necessary, and the membership with such powers and for such purposes as designated by the Chairperson.

Section III. SIZE AND COMPOSITION OF COMMITTEES: The number of members on all committees shall be determined by the Chairperson.

Article VII

FUNDS AND SECURITIES

Section I. The Board of Directors may authorize any officer or officers the authority to enter into any contract, sign checks, drafts, or other orders for payment of money or indebtedness in the ordinary course of business. Such authority may be general or may be confined to specific instances, unless so authorized by the Board of Directors. No officer or employee shall have the power or authority except by the Board of Directors. No officer or employee, without designation, shall have the power or authority of bind the agency by any contract or engagement, to pledge its credit, or to render it financially liable for any purpose or in any amount, and:

1. Checks and vouchers will be approved during the monthly Board meetings.
2. All checks and vouchers must be signed by Campbell County Clerk.

Section II. All funds of the Agency will be taken to Campbell County Treasurer to be deposited to the credit of the Children's Developmental Services of Campbell County in such banks, trusts, or other depositories as the Board of Directors may select.

Article VII

FISCAL YEAR

Section I. The Fiscal Year shall begin on the first day of July each year.

Article IX

AMENDMENTS

These By-Laws may be altered or amended by two-thirds (2/3) vote of the Board of Directors present at any regular meeting of the Board of Directors, notice of which proposed amendment or amendments have been given to the Board of Directors.

Article X

DISCRIMINATION CLAUSE

Pursuant to Title VI of the Civil Rights Act of 1967, the regulations issued thereunder and Sections 54-301 through 67-303 RCM, 1974 as amended, the programs and services offered by the Children’s Developmental Services of Campbell County are, and will continue to be, conducted in such a manner that no individual will be excluded, denied, or subject to discrimination on the grounds of race, creed, physical, mental, emotional, or national origin. No individual will, on the grounds of race, creed, color, sex, disability or national origin, be subjected to segregation or separate treatment in any way, to receipt of services, financial aid, or other benefits, under the Children’s Developmental Services of Campbell County Programs.

Article XI

RULES OF ORDER

Section I. RULES OF ORDER: Robert’s Rules of Order - revised, or any other recognized set of parliamentary rules, shall govern meetings of the Board of Directors.

The undersigned, comprising at least two-thirds (2/3) of the Board of Directors present at the meeting at which the vote was taken, each voted in favor of the attached set of By-Laws, to be adopted in August 2019.

Wendy Balo, Chairwoman Date: 08/28/2019

Carol Yonkee, Vice-Chairwoman Date: 08/28/2019

Bertine Bahige, Treasurer Date: 08/28/2019

Cindy Reardon, Secretary Date: 08/28/2019

Luke Wilkins, Member Date: 08/28/2019