

AMENDED AND RESTATED BYLAWS

OF

MAHASKA WAPELLO EARLY CHILDHOOD IOWA

ARTICLE I

Name and Area Served

A. Name. The name of the Area Board is "Mahaska Wapello Early Childhood Iowa" (hereafter referred to as "MWECI"). These bylaws are made in accordance with Iowa Code Chapters 256I, 21, and 22, and Iowa Code § 69.16A.

B. Area Served. MWECI shall serve the Early Childhood Area consisting of the geographic area of Mahaska and Wapello counties.

ARTICLE II

Purpose of the Board

A. Vision. Every child, beginning at birth, will be healthy and successful.

B. Mission. The Mahaska Wapello Early Childhood Iowa Board of Directors is committed to providing resources and support to local early care, health and education providers to increase their capacity to deliver comprehensive early care, health and education services to children 0-5 years and their families.

ARTICLE III

Area Board

A. General Powers. The business and affairs of MWECI shall be managed by its Area Board, subject to limitations of the Early Childhood State Board and of the Iowa Code. The Area Board 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 MWECI, and such authority may be general or confined to specific instances.

The Board has fiscal responsibility for the proposals granted during the current fiscal year within the Early Childhood Iowa Area and ensures that funded proposals/requests are in keeping with the mission and vision statements of MWECI.

The organization is not a separate non-profit organization and has no members as such. The board shall designate a fiscal agent each year and ensure that the auditing requirements laid out in the Iowa Code are met.

B. Appointment, Number, Tenure and Qualifications. The Area Board shall consist of a minimum of seven (7) and a maximum of eleven (11) Members with full voting rights. The

number of Members may be fixed or changed from time to time within that minimum and maximum, by its Members, in accordance with the provisions of this paragraph. In accordance with Iowa Code Chapter 256I, the Members of the Board shall be elected officials or members of the public who are not employed by a provider of services to or for MWECL. In addition, the membership of the Board shall include representation from (1) education, (2) health, (3) human services, (4) business, and (5) faith interests, and (6) at least one parent, grandparent, or guardian of a child from zero through age five. However, not more than one Member shall represent the same entity or interest.

In addition, no person shall be appointed as a Member if that appointment or reappointment, would cause the number of Members of the Board of one gender to be greater than one-half the membership of the Board plus one if there is an odd number of Members and not more than one-half of the membership shall be of one gender if there is an even number of Members, unless the Board has made a good faith effort to appoint a qualified person to fill a vacancy on the Area Board for a period of three months but has been unable to make a compliant appointment. In complying with the requirements of this paragraph, the Board shall utilize a fair and unbiased method of selecting the best qualified candidates for membership.

The Directors shall be divided into classes. The number of Directors shall be such that at the first annual meeting, one-third thereof shall be elected to serve for one year; one-third thereof for two years; and one-third thereof for three years. Then, upon expiration of the term of each class of Directors; the new Director shall be elected for a full three years. A Member may serve two consecutive terms. Any Member who serves two full, consecutive three-year terms shall be ineligible for appointment as a Member until one year has elapsed after expiration of the second three-year term.

C. Annual Meetings. The Annual Meeting of the Board shall be held at regularly scheduled board meeting in May in each year, for the appointment of Members and for the transaction of any other business. If the appointment of Members shall not be held on the day designated herein for any annual meeting of the Board, or at any adjournment thereafter, the Board shall cause the appointment to be held at a special meeting of the Board as soon thereafter as conveniently may be.

D. Regular Meetings. The Board shall meet a minimum of nine (9) times during the course of each fiscal year. The Board shall provide, by resolution, the time and place, for the holding of these regular meetings and the date, time, and location of these meetings shall be made reasonably accessible to the public. An agenda of each regular meeting shall be provided to each Member and made reasonably accessible to the public. The board shall schedule its regular meetings at times convenient for the public to attend and shall, when necessary, provide reasonable accommodations to the public to facilitate attendance.

The board may change the time and place of these meetings by resolution. Upon such change, notice must be provided to each Member of the time and place of the regular meetings at least ten (10) days before any regular meeting setting forth the time and place for the regular meeting. Such notice shall be in writing (a writing shall include e-mail) unless oral notice is

reasonable under the circumstances. If mailed, such notice shall be deemed to be delivered on the earlier of deposit in the United States mail addressed to the Member's address as shown on MWECI's records with postage thereon prepaid or upon receipt. If e-mailed, such notice shall be deemed to be delivered once the e-mail is sent to the Member's e-mail address as shown on MWECI's records. The attendance of 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 or convened. After any such change, the location, date, and time of the meeting shall be made reasonably accessible to the public.

E. Public Access and Comment. All meetings, annual, regular, and special, shall be open to the public in accordance with the Iowa Open Meetings Law. The Chairperson is responsible for setting time limits on discussion items. Records of MWECI shall be available for inspection by the public by contacting the Chairperson or Area Director.

F. Attendance. It is recognized by these Bylaws that attendance at Board meetings is an important function of a Member in the discharge of his or her fiduciary obligations to the MWECI. Therefore, if any Member fails to attend three (3) consecutive meetings, or four (4) meetings within a twelve (12) month period, shall forfeit his or her office as a Member effective immediately after missing said number of meetings with no board action required.

G. Special Meetings. Special meetings of MWECI may be called by or at the request of the Chairperson or any three Members. The person or persons authorized to call special meetings of MWECI may fix any place as the place for holding any special meeting of MWECI called by such person or persons.

H. Notice. Notice shall be given for any special meeting of MWECI to each Member setting the date, time and place of the meeting. Such notice shall be given at least ten (10) days prior thereto in writing, unless oral notice is reasonable under the circumstances. If mailed, such notice shall be deemed to be delivered on the earlier of two days after deposit in the United States mail addressed to the Member's address as shown on MWECI's records with postage thereon prepaid or upon receipt. If e-mailed, such notice shall be deemed to be delivered once the e-mail is sent to the Member's e-mail address as shown on the MWECI's records. The attendance of 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 or convened.

I. Conduct of Meetings. All Members, to the extent possible, shall personally attend regular and special meetings of MWECI. However, pursuant to Iowa Code § 21.8, any Member may participate in any regular or special meeting by any means of communication by which all Members participating may simultaneously hear each other during the meeting. A Member participating in a meeting by this means is deemed to be present in person at the meeting. The Members may adopt such rules and regulations for the conduct of their meetings and the management of MWECI as they may deem proper, not inconsistent with law or these Bylaws.

J. Quorum. A majority of the number of the duly appointed and qualified Members shall constitute a quorum for the transaction of business; provided that, if less than a majority of such number of Members are present at said meeting, a majority of the Members present may adjourn the meeting from time to time without further notice. When a meeting is adjourned for five days or more, notice of the resumed meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than five days, it is not necessary to give any notice of the time and place of the resumed meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

K. Manner of Acting. The act of the majority of Members present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise stated in these bylaws.

L. Vacancies. Any vacancy occurring in the Board and any membership may be filled by the affirmative vote of a majority of the remaining Members. A Member elected to fill a vacancy shall be elected for the unexpired term of such Member's predecessor in office.

M. Resignation of Member. Any Member may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without action by MWECI.

N. Removal. A Member may be removed from office for cause by a vote of the majority of the Members entitled to vote.

O. Compensation. Members shall receive no compensation for any services rendered in those capacities.

P. Presumption of Assent. A Member who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless the dissent of such Member shall be entered in the minutes of the meeting or unless the Member shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Q. Conflict of Interest. Each Member shall disclose any relationship he or she may have with any person, corporation, or other entity with whom MWECI proposes to enter into any contract or other transaction which may result in financial gain or advantage to such Member or any immediate family member by reason of such relationship. No contract or other transaction between MWECI and any other person, corporation or entity and no act of MWECI shall be invalid or rendered voidable solely by reason of the fact that any Member has a financial or other interest in a contracting corporation or entity. Any Member who is so interested shall not be counted in determining the existence of a quorum at any meeting of MWECI that shall authorize such contract or transaction and may not vote to authorize such contract or transaction at the meeting.

ARTICLE III **Committees**

A. Board Committees. The Chairperson, with the Board members' concurrence, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of MWECI. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of MWECI. Upon the completion of the task(s) assigned to any special committee the special committee shall be discharged.

No committee shall have the authority of the Board. The designation or appointment of any such committee shall not operate to relieve the Board or any individual member of any responsibility imposed upon it, him, or her by law.

B. Advisory Committees. The Board may, from time to time, create standing committees, special committees, or task forces to advise the board on any matter. The Chairperson may designate the members of each such advisory committee created by the Board. Any community member may be considered for service on these advisory committees, except as may be precluded by the laws of the state of Iowa or these Bylaws. The Chairperson shall annually appoint the chair of each such advisory committee created by the Board. The members, including the chair, of these advisory committees will have no voting power in MWECI and shall not have any rights provided to voting Members.

ARTICLE IV **Officers**

The number of officers of the Board shall be a Chairperson, Vice Chairperson, Secretary, and Treasurer each of whom shall be elected by the Board.

The Chairperson shall be a member of the Board and subject to the control of the Board and shall, in general, preside over all meetings. The Chairperson shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the bylaws or the Board from time to time.

The Vice-Chairperson shall assume the duties of Chairperson in the absence of the Chairperson or in the event of a vacancy occurring in the position of Chairperson. The Vice-Chairperson shall perform other duties as assigned by the Chairperson.

The Secretary shall be a member of the board. The Secretary may appoint the Area Director to execute his or her duties as Secretary. The Secretary, or his or her appointee, shall (a) keep the minutes of the Board of Directors meetings in a book provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address and e-mail address of each Director which shall be furnished to the Secretary; (e) have general charge of the books of the Corporation; and (f) perform all duties incident to the office of Secretary and such

other duties as are delegated by these Bylaws or as from time to time may be assigned by the Board of Directors.

The Treasurer shall (a) serve as Chair of the Finance Committee and shall report to the Board quarterly on the financial condition of MWECI; (b) shall report on the financial condition of MWECI at the annual meeting; and (c) perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors. In the absence of the Chairpersons and Vice Chairperson, the Treasurer shall be responsible for the duties of the Chairperson.

The Board shall have the power to appoint any person to act as assistant to any officer, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer so appointed by the Board shall have the power to perform all the duties of the office to which the assistant is so appointed to act, except as such power may be otherwise defined or restricted by the Board.

The officers of the Board shall be elected annually by the Board at the annual meeting. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Board would be served thereby.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the term.

ARTICLE X

Staffing

The Board shall be empowered to hire the staff it deems necessary to carry out its duties. The Board shall comply with Iowa law and administrative rules when so doing. Any contract for services shall be approved by the Board.

ARTICLE XI

Parliamentary Authority

At all meetings of the Board, the Chair, or in the Chair's absence, the Chair-elect, or other person designated by the vote of a majority of the members of the Board present shall preside. Such officer shall determine the procedure at the meeting.

ARTICLE V

Miscellaneous

The Board 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 MWECI, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of MWECI and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. MWECI shall make no loan to any officer or Member of MWECI.

All funds of MWECI not otherwise employed shall be deposited from time to time to the credit of MWECI in such banks, trust companies or other depositories as the Board may select. MWECI shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees and shall keep at its principal office a record of the names and addresses of its members. All books and records of the Board may be inspected by any member of the public for any proper purpose at any reasonable time.

These bylaws will be in accordance with state of Iowa law governing local Early Childhood Iowa boards. If at any time these bylaws are in conflict with state of Iowa law, state law takes precedence.

ARTICLE VII
Fiscal Year

The fiscal year of MWECI shall end the last day of June in each year.

ARTICLE IX
Amendments

These Bylaws may be altered, amended or repealed by a two-thirds majority vote of the Members at any regular or special meeting; provided.

The foregoing are the Amended and Restated Bylaws of the Mahaska Wapello Early Childhood Iowa, duly adopted by the Area Board on this 30th day of April, 2015.

Mahaska Wapello Early Childhood Iowa
Board Chair