BROOMFIELD EARLY CHILDHOOD COUNCIL (BECC)

BYLAWS

**The Core Ideology of Broomfield Early Childhood Council**

**Core Values:**

Create Community in all endeavors

Collaborate toward better outcomes

Integrity, Integrity, Integrity

Maintain professionalism in the work we do and in the image we portray

Solve community needs with Creativity

**Vision Statement:**

To create an environment where all children are valued, healthy, and thriving.

**Mission Statement:**

Develop a Broomfield County integrated system of care that promotes the health and well-being of young children, their families, and their providers.

**Vivid Description of the Future:**

*The Broomfield Early Childhood Council is the first stop for partnerships when a need is identified for the children of Broomfield County. Our community has a seamless early childhood system of care and education. The collaboration of providers elevates the entire county’s quality of physical, mental, emotional, spiritual and dental health; wellness including physical activity and nutrition; parental support; and early childhood care and education for children. Every parent, provider, and resident has easily accessible and updated information on available resources, including programs provided within the City and County of Broomfield, parenting support and education, health and nutrition classes, medical home providers, and childcare information. The Broomfield Early Childhood Council is the catalyst for forming partnerships that create lasting solutions through the collection and use of current data to identify community needs for children. The Council creates so much value in the community, that prominent officials in local government, the business community, and the non-profit world see partnership with us as a necessity. At the end of day, ALL of the children in Broomfield County ARE valued, healthy and thriving.*

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**BYLAWS OF THE**

**BROOMFIELD EARLY CHILDHOOD COUNCIL (BECC)**

# **ARTICLE I: PURPOSE**

The purpose of the Broomfield Early Childhood Council (BECC) is to create a Broomfield County integrated system of care that promotes the health and wellbeing and education of young children, their families, and providers through community collaboration and partnerships.

The Broomfield Early Childhood Council is a community organization comprised of anyone interested in and supportive of the organization’s values, purpose and goals. The business of the BECC is conducted by a volunteer, representative Board of Directors.

# **ARTICLE II: NAME AND LOCATION**

The name of this nonprofit organization shall be the Broomfield Early Childhood Council. The principle location for the Broomfield Early Childhood Council (hereinafter referred to as the “BECC”) is located in the City and County of Broomfield, Colorado.

The BECC operates as a 501c3 nonprofit organization recognized with the Internal Revenue Service under number: 47-5426415

# **ARTICLE III: ADMINISTERING BODY (GOVERNANCE)**

### Section A: **Board of Directors**

(i) The Board of Directors is responsible for oversight and direction of the Council. Recommendations on policy, procedures, finance, and any issue of Council business or operation is presented to the Board of Directors for review and decision.

(ii) The Board of Directors shall be comprised of five to eleven members, not including the Executive Director. New members of the Executive Board may be appointed by a majority vote of the then serving Board of Directors members. Board of Directors members shall be appointed to a two-year term.

(iii) Any Board Member may be removed, with or without cause, by a 2/3 majority vote of the Board of Directors at a meeting duly called for such purpose.

(iv) Board of Directors Members are pursuant to Early Childhood Council Rule § 7.717.4, A (4), that states:

The membership of the Council shall be composed of persons who represent the Colorado Department of Human Services list of mandatory stakeholder groups and other interested parties. Mandatory Stakeholder groups include:

·         Early Care and Education

·         Family Support and Parent Education Services

·         Health Care

·         Local Government

·         Parent of a child five (5) years of age or younger

·         Mental Health Care

·         Resource and Referral Agency

Section B. Officers. Officers of the BECC shall include President, Vice-President, Treasurer and Secretary. All officers must be members of the Board of Directors. Notwithstanding the above, the Executive Director cannot hold an office.

Officer terms are two years and can be eligible to serve another two year term consecutively.

President and Secretary shall be elected on even years.

Vice President and Treasurer shall be elected on odd years.

Roles and responsibilities of Officers include the following:

President: It is the duty of the President to preside over all meetings of the Board of Directors and to have general supervision of the affairs of BECC.

Vice President: The Vice President will assist the President in his or her duties, and replace the President during absences.

Secretary: The secretary shall record the events of the Board of Directors and BECC meetings or appoint a participant to record the events. The minutes will be presented to the Board of Directors for approval. Once approved, the minutes will be disseminated to the Board of Directors and placed in a file, available for anyone to review upon request. The secretary also serves as an official witness to votes and documents of BECC affairs.

Treasurer: The Treasurer works with the Executive Director and bookkeeper to prepare quarterly fiscal reports and disseminate the budget and the report to the BECC. Other duties are outlined in the BECC’s financial policy.

Vacancy of Office: A vacancy in office may be filled for the remainder of the term by appointment by the President and approval by the Board of Directors. If the position of President is vacant, the Vice President will assume the Presidential responsibilities for the remainder of the term and will appoint a new Vice President with the majority vote approval of the Board of Directors.

Section C: BECC Partners. The BECC is an open forum for any community person or agency with a stake in the work of early childhood to voice opinion, identify opportunities, share important information, and offer support in the operation of BECC. Representation from early childhood domains, pursuant to Early Childhood Final Rule § 7.717.4, A (4) includes:

·         Child care association

·         Medical practice

·         Dental practice

·         School district parent organization

·         Head Start Policy Council

·         Chamber of Commerce

·         Local business

·         Faith-based organization

·         Nonprofit organizations

·         Higher education institution

·         Library

Any person or organization that has signed a Community Partnership Agreement or attends regularly scheduled meetings shall be considered a BECC Partner.

Partnership Agreements are signed by agencies that are committed to creating an environment where all children are valued, healthy, and thriving. The Partnership Agreements indicates partnership between BECC and the agency. The agency will send representation to the BECC and has a vested interest in the outcomes of the BECC operation.

The BECC will strive for maximum diversity among partners, and is committed to a policy of fair representation. BECC shall not discriminate on the basis of race, physical handicap, gender, color, religion, sexual orientation, or age.

BECC partners may nominate members to the Board of Directors.

All information, opinion, recommendations made at partner meetings shall be communicated back to the Board of Directors through the Executive Director.

### **Section D: BECC staff**

*Executive Director:* Manages the business operation of the BECC which includes communication with BECC partners and the members of the Executive Board.

The Executive Director and Board of Directors will determine additional staff needs based on operation, programs, and funding. Duties and responsibilities of all staff will be established by the Executive Director and Board of Directors.

BECC staff positions are contingent upon funding.

# **ARTICLE IV: MEETINGS**

Section A: Frequency

BECC partner meetings shall be held quarterly. All BECC partner meetings shall be chaired by the Executive Director and held at a time and place as designated by the Board of Directors.

Committee meetings shall be held at the discretion of the Committee Chair.

 Board of Director meetings shall be held monthly, or as required, and at the discretion of the Board of Director at a place and time as determined by the Board of Directors.

Section B: Public Meetings. All BECC meetings, including Board of Director and Committee meetings are open to the public.

Section C: Roberts Rules of Order. Roberts Rules of Order will be the authority for all questions of procedure at any meetings of the BECC.

Section D. Notice of Board of Director Meetings. Written notice of each meeting of the Board shall be given by, or at the direction of, the Secretary of the BECC or person authorized to call the meeting, not less than 10 nor more than 50 days before the date of the meeting to each Member entitled to vote at such meeting.

Section E. Attendance at Board of Director Meetings. The Board may permit any Director to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting for purposes of a quorum and voting. Attendance at Board of Director Meetings shall comply with the Letter of Commitment provided to each Board of Director member upon nomination and acceptance onto Board.

# **ARTICLE V: VOTING**

Section A: Roberts Rules of Order. Voting will be governed by Roberts Rules of Order.

Section B: Quorum. A quorum is defined as 51% of the seated Board of Directors membership or the Committee in question.

Section C: Method of Voting. Voting may be done at the meeting by in person vote or teleconference. Proxy votes are not permitted.

Section D: Action of Without a Meeting. Any action required to be taken or which may be taken at a meeting of Board of Directors may be taken without a meeting if notice is transmitted in writing to each Board of Director member by the time stated in the notice, either (1) votes in favor of the action, (2) votes against such action, or (3) abstains from voting. Board members may also demand that the proposed action be taken at a regularly scheduled meeting of the Board. The notice required by this section shall state (a) the action to be taken, (b) the time by which Board members must respond, (c) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing and shall constitute a waiver of any demand that the action not be taken without a meeting, and (d) any other matters the Association determines to include.

# **ARTICLE VI: COMMITTEES**

Section A: Standing Committees. Early Care and Education, Health and Wellness (includes social/emotional/mental health and physical health), Parent Engagement and Family Support and Summit Committee.

Section B: Ad Hoc Committees. The Executive Director and Board of Directors may appointcommittees as are deemed advisable by BECC tosupport the annual work plan. These committees will serve as long as their assignment is required, and at the discretion of BECC.

Section C: Committee Meeting. The committee meeting time and frequency are at the discretion of the Committee Chair.

# **ARTICLE VII: COMMUNICATION**

Section A: Partner Communication. The Director, with input from Committee chairs and other stakeholders, will complete and report Council activities as required by funders or request of community members. Any report to funders will also be summarized and shared with BECC and Board of Directors, within thirty (30) days of submission. The purpose for sharing the report is to keep BECC members and stakeholders well informed as to the events the council members are participating in.

Section B: Financial Communication

Financial reporting to the Board of Directors will be provided quarterly at the Board of Directors meeting and will be made available to any community member who wishes to review it.

Budget revisions and amendments greater than a 10% change will be presented and approved by the Board of Directors and made available to any community member.

Section C: Conflict Resolution. It is expected that conflicts or disputes regarding BECC business, arising within or between the members will be addressed and resolved by those involved in the conflict. If a conflict cannot be resolved through conversation amongst the members, or by bringing the issue to the Board of Directors, then the grievance policy process may be accessed.

Section D: Conflict of Interest. Conflict of interest is any issue where a member of the Council stands to gain financially or is otherwise perceived to benefit by supporting an issue presented to the Council or the Board of Directors. Any issue of conflict of interest may be brought to the entire BECC for resolution by majority vote of BECC. Any BECC member who will be benefited in this manner shall refrain from voting on the related issue. The record will show that the council member abstained from voting.

**ARTICLE VIII : FINANCIAL**

Section A: Fiscal Year. The BECC fiscal year is July 1 to June 30.

Section B: Financial Policy. The Financial Policy maintains the financial operation of BECC. This policy is changed or amended with review from the Director and input from the Treasurer or Board of Directors.

Section C: Taxes. The Director and Accountant maintain all tax related documents and timelines. All tax documents and timelines are met and retained for a minimum of seven (7) years.

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# **ARTICLE IX: DEBT ACQUISITION CLAUSE**

No officer, committee, member of BECC, or other persons shall contract or encourage debt on behalf of BECC, or in any way render it liable or bind BECC in any manner except as may be authorized by BECC.

# **ARTICLE X: GOOD FAITH**

The purpose of BECC is to build an early childhood system for the children of Broomfield County. The success of BECC depends directly upon the will of the individual members to speak openly and honestly, negotiate in good faith, and reconcile differences in the spirit of cooperation. Acceptance of membership means acceptance of these principles.

# **ARTICLE XI: LIIMITED LIABILITY AND INDEMNIFICATION**

Except as may otherwise be provided by law, no member of the Board shall be liable for actions taken or omissions made in the performance of such person’s duties except for wanton and willful acts or omissions. BECC shall to the full extent permitted by Colorado law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative, and whether formal or informal, by reason of the fact that he or she is or was a staff member, board member or officer of BECC. Notwithstanding the above, no indemnification shall be provided for acts constituting gross negligence, fraud, or willful and wanton misconduct. The right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of the BECC staff, BECC member, or officer.

# **ARTICLE XII: ANTI-DISCRIMINATORY CLAUSE**

BECC believes that equal opportunity is important for the continuous success of the organization and strives to comply with applicable local, state, and federal laws which preclude discrimination because of race, disability, color, creed, religion, gender, age, sexual orientation, gender expression, national origin, ancestry, citizenship, military status, or any other protected classification. This applies to all activities of BECC, including but not limited to employment, selection of volunteers, purchasing, and selecting vendors or consultants.

BECC defines “negative discrimination” to include (but not necessarily be limited to) denial of services, employment, or volunteer opportunities to any class of individuals in a manner that negatively restricts opportunities to that class of individuals.

# **ARTICLE XIII: DISSOLUTION CLAUSE**

The BECC may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote. Upon dissolution or other termination of BECC, all remaining assets of BECC, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of BECC). This shall be chosen by the then existing Board of Directors of BECC.

# **ARTICLE XIV: AMENDMENTS**

These bylaws may be adopted, rescinded or amended by a 2/3 vote of the Board of Directors at any Board of Directors meeting, provided that bylaw changes have been distributed to all Board of Directors members not less than fourteen (14) days prior to the regular meeting of the Board of Directors.

# **ARTICLE XV: MISCELLANEOUS**

Section A. The Association is not organized for profit. No member of the Board may receive any property or funds, shall receive or shall be lawfully entitled to receive any pecuniary profit from the operations thereof; and in no event shall any part of the funds or assets of the BECC be paid as salary or compensation to, or distributed to, or inure to the benefit of, any Member of the Board. The foregoing, however, shall neither prevent nor restrict the following: (1) reasonable compensation may be paid to any Member or Director while acting as an agent or employee of the Association for services rendered in affecting one or more of the purposes of the Association, and (2) any member or Director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.

Section B. The Board, except as these Bylaws otherwise provide, may authorize the Director and any other officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the BECC, and such authority may be general or confined to specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the BECC by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section C. Minutes or any similar records of the meetings of the Board, when signed by the Secretary or acting Secretary of the meeting, shall be presumed to truthfully evidence the matters set forth therein. A recitation in any such minutes that notice of the meeting was properly given shall be prima facie evidence that the notice was given.

These bylaws were approved and ratified on REVISED DATE by a 2/3 majority vote of the

Board of Directors.

President, Broomfield Early Childhood Council

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Secretary, Broomfield Early Childhood Council

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Signed this 8th day of January, 2019