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BYLAWS

**Adopted by Board of Directors
December 8, 1994**

Revisions

March 28, 1996	November 25, 2008
March 27, 1997	March 26, 2009
November 21, 1997	June 26, 2009
March 22, 1999	August 28, 2009
July 29, 1999	September 18, 2009
February 3, 2000	March 31, 2011
November 30, 2000	May 30, 2013
May 31, 2001	May 29, 2014
July 26, 2001	March 24, 2016
January 30, 2003	April 28, 2016
May 29, 2003	July 28, 2016
July 29, 2004	June 29, 2017
September 29, 2005	May 24, 2018
January 25, 2007	January 17, 2019
September 27, 2007	March 25, 2021
July 31, 2008	

Approved by Board of Directors – June 12, 2025

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OF
Partnership for Children of Cumberland County, Inc.**

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ARTICLE I
ORGANIZATION

Section 1. Name and Seal: The name of the Organization is Partnership for Children of Cumberland County, Inc. (hereafter referred to as “Organization”). The seal of the Organization will be circular in form, which shall bear the legend “Corporate Seal of Partnership for Children of Cumberland County, Inc.” and words indicating that the Organization was incorporated in North Carolina.

Section 2. Purpose: The Organization is organized and shall be operated exclusively to accomplish charitable and educational purposes, specifically including the following:

- (a) To engage in all lawful activities in which organizations exempt from federal income taxation under 501(c)(3) of the Internal Revenue Code of 1986, as amended, may engage; and in connection therewith and to the extent consistent therewith, to create and implement a comprehensive, outcome-focused plan to enrich the lives of children in Cumberland County, North Carolina, through high-quality early childhood education, health care, and related services by bringing together families, communities, churches, businesses, non-profit organizations and foundations and the state and local government to pursue innovative and collaborative strategies that make better use of existing resources and build and develop upon the experience and expertise of communities and existing institutions therein;
- (b) To promote and encourage the Organization and development of other charitable and educational organizations with tax-exempt purposes that are similar, complementary or supportive to or in harmony with those purposes of the Organization as set forth herein, by providing expertise, services, managerial assistance, and technical and administrative support to such organizations, all for the purpose of accomplishing the Organization’s own proper tax-exempt purposes as set forth herein;
- (c) To provide affordable and cost-effective management and administrative services, support staff, office facilities and other support services, including below-cost services, facilities, and support which would have the effect of allowing such similar or complementary organizations to experience an environment in which their activities and purposes are allowed to develop and flourish;
- (d) To make gifts, grants, contributions, and distributions to other organizations which are exempt from federal income taxation under 501(c)(3) of the Code, particularly to organizations which provide services and support to the general public in Cumberland County, North Carolina, which are similar or complementary to those provided or made available by the organization;
- (e) To provide a means by which existing institutions in Cumberland County, North Carolina, and elsewhere may pursue collaborative strategies for the purpose of improving early childhood education, health care, and initiatives, all for the purpose of improving the public health and welfare of the citizens and residents of Cumberland County, North Carolina, and elsewhere; and
- (f) To engage in activities incidental to the foregoing. The Organization shall exercise those statutory powers and authority granted to it by the laws of the State of North Carolina in a manner that is consistent with the foregoing purposes.

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- Section 3.** **Offices:** The Organization continuously shall maintain North Carolina as a registered office at such place as may be designated by the Board of Directors (hereafter referred to as “Board”). The principal office of the Organization and such other offices as it may establish shall be located at such place(s) either within or without North Carolina, as may be designated by the Board.
- Section 4.** **Agent:** The Organization continuously shall maintain within North Carolina a registered agent.
- Section 5.** **Changes:** Any change in the registered office or registered agent of the Organization shall be accomplished in compliance with the North Carolina Non-Profit Corporation Act of 1994.
- Section 6.** **Members:** The Organization shall have no members.

ARTICLE II
BOARD OF DIRECTORS

Section 1. **General Powers and Duties:** The property, business, and affairs of the Organization shall be managed, controlled, and directed by the Board of Directors (hereafter referred to as “Board”). The Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the North Carolina Non-Profit Corporation Act that are necessary or convenient to carry out the purposes of the Organization as established in these bylaws.

Section 2. **Composition:** The Board of Directors shall consist of a minimum membership of thirteen (13), but no more than thirty-two (32), representatives or designated representatives from three (3) categories: Government, Services, and Business/Community. There must be at least two (2) members from each of the three (3) categories and no more than 50% of members from any one category.

Government:

- County Commissioners Office
- County Manager’s Office
- *Department of Social Services or the Department of Public Health
- Local Health Agency or Health Service Provider (community health, dentist, school nurse, physician, etc.)
- School Administrator (includes Charter)
- Higher Education Institute (community or state college)
- Local Cooperative Extension Agency
- Local Public Library
- Municipal Government

Services:

- *Child Care Provider from a licensed center-based child care facility
- Child Care Provider from a licensed family child care home facility
- *Representative from local Head Start Program
- Local organization offering community mental health service

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- *Representative from Child Care Resource and Referral Agency (this representative must not be a local partnership employee)
- Representative from another Non-profit Human Services Agency (such as Boys & Girls, 4H, YMCA....)
- *Representative from the public-school exceptional children's preschool program

Business Community:

- *Parent of a child 5 or younger (at the time of appointment), including guardians who are primary caretakers of a child 5 or younger.
- Faith community (voluntary or paid role consistent with community norms/titles)
- Inter/agency Coordinating Council or parent of a child with a disability
- Foundation or other philanthropic organization
- Business Leader

* NC Pre-K mandated positions

Section 3. Term and Election: Directors will be elected by the Board to serve a three-year term and shall not be eligible to serve for more than two consecutive three-year terms unless the Board director is elected to serve a second term as a Board officer. NC Pre-K mandated positions have no term limits.

Section 4. Vacancies: A director may resign at any time by giving notice thereof in writing to the Chair. As vacancies occur, the Board Development Committee shall recommend candidates to the Board, who shall elect new directors by a majority vote. The new director shall complete the term of the resigned director and may be eligible to serve two full terms.

Section 5. Residency: There is no residency requirement for service of Board directors of the Organization.

ARTICLE III
OFFICERS OF THE BOARD AND ORGANIZATION

Section 1. Titles: The officers of the Board and the Organization shall be the Chair, Vice-Chair/Chair-Elect, Secretary, Treasurer, and any other officers that the Board may designate. With the exception of the Chair, whose role is assumed by the Vice-Chair/Chair-Elect, individuals to serve in these capacities shall be elected by the Board and given powers and duties consistent with these bylaws. The Chair may at no time have a conflict of interest related to Smart Start. Any two or more offices may be held by the same person, except the offices of Chair and Secretary; however, no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or by the bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2. Election, Installation, and Term: The Board Development Committee shall present nominations for Vice-Chair/Chair-Elect, Secretary, and Treasurer to the Board prior to June 30. The elections shall be held prior to June 30 with installation of officers at the next scheduled Board meeting according to provisions as contained in these bylaws for duration of terms as stated. Officers of the Board are elected to serve a one-year term. Officers of the Board may serve a maximum of two

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consecutive one-year terms in one position. The official term of office shall begin July 1 to coincide with the fiscal year. Each Board director shall serve on one or more committees of the Board. With exception, the Chair will continue as Past Chair for service on the Executive Committee for another year.

Section 3. Vacancies: Any officer of the Organization may be removed from office, without cause, upon a two-thirds vote of the Board at any regular or special meeting called for that purpose. Any Officer of the Organization proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

An officer may resign at any time by giving notice thereof in writing to the Board. As vacancies occur, the Board Development Committee shall make recommendations to the Board who shall elect new officers by a majority vote. The new officer shall complete the term of the resigned officer.

Section 4. Chair: The Chair of the Board shall also serve as Chair of the Organization. The Chair shall have and exercise general charge and supervision of the affairs of the Organization. The Chair is authorized under Section 7 of this Article to act on behalf of the Organization by signing checks or other legal documents. The Chair shall preside at all meetings of the Board and perform such other duties as may be directed by the Board. The Chair's position is filled by the incumbent of the Vice-Chair/Chair-Elect. The Chair may at no time have a conflict of interest related to Smart Start funds. The Chair will continue to serve on the Executive Committee for an additional year as ex-officio and shall only vote in the event of a tie. The Chair's attendance as ex-officio at such meetings may satisfy the requirements for quorum.

The Chair is charged with appointing committee members to standing committees and special committees, unless otherwise stated in these bylaws as relates to committee structure. The Chair will also serve as chair of the Executive Committee and may provide a report to the Board on the actions taken in the capacity of the Board at meetings between regular Board meetings.

The Chair shall collaborate with the Human Resources and Executive Committees during the President selection process.

The Chair is responsible for evaluating the President's performance using assessment tools and methods recommended by the Human Resource Committee and approved by the Board. The Chair will collect input from the Executive Committee during this evaluation process. The Chair will prepare a summary report for the Executive Committee to review before submission to the Board for final approval.

Section 5. Vice-Chair/Chair-Elect: The Vice-Chair/Chair-Elect shall also serve as Vice-Chair/Chair-Elect of the Organization. The Vice Chair/Chair-Elect is authorized under Section 7 of this Article to act on behalf of the Organization by signing checks. The Vice-Chair/Chair-Elect may at no time have a conflict of interest related to Smart Start. The Vice-Chair/Chair-Elect shall preside at all meetings of the Board when the Chair is absent, and shall assume the position of Chair upon the expiration of the then-current Chair's term or the vacancy of the Chair. If the Vice-Chair/Chair-Elect is unable or unwilling to assume or continue the role of Chair, then the Board Development Committee shall make recommendations to the Board and elections will be held. The Vice-Chair/Chair-Elect shall perform such other duties as may be directed by the Chair or the Board.

Section 6. Secretary: The Secretary shall also serve as the Secretary of the Organization. The Secretary shall preside at all meetings of the Board when the Chair and Vice-Chair/Chair-Elect are absent. The Executive Specialist, with the assistance of the President and applicable staff, shall be

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responsible for keeping an accurate record of the proceedings and actions of the Board at the principal office. The Executive Specialist, with the assistance of the President, shall have the charge of the corporate seal and shall maintain a current record of all the persons who are directors, showing their respective places of residence, and such book shall be open for inspection as prescribed by law and kept at the principal office. Subject to the control of the Board, the Secretary shall in general, perform all the duties incident to the office of Secretary and shall perform such other duties as the Board or the Chair may assign.

Section 7. Treasurer: The Treasurer shall also serve as the Treasurer of the Organization. The Treasurer, with the assistance of the President, shall have the oversight of all funds, property, and securities of the Organization, subject to such regulations as the Board may impose. In general, the Treasurer shall perform all the duties incident to the office of Treasurer, subject to the control of the Board.

The Treasurer shall serve as Chair of the Finance Committee and present monthly financial reports to the Board with the assistance of the President and applicable staff.

Section 8. Board Director Emeriti: The Board Director Emeriti shall be a person who is a former member of the Board of Directors who has served two consecutive terms on the Board of Directors and has rendered exceptional service to the Organization. The Board Director Emeriti, when elected, shall be entitled to attend the regular meetings of the Board and all other Director opportunities (i.e. Conferences, seminars, banquets, special events, etc.) but shall not have the right to vote.

ARTICLE IV
BOARD MEETINGS

Section 1. Regular Meetings: The Board shall meet at such regular times and dates as designated by the Chair, through a written call of the majority of the Board, or upon resolution of the Board. The annual meeting of the Board shall be held each year prior to July 1 of the fiscal year or at such other time as the Chair may see fit, for the purpose of appointing directors and officers and for the transaction of other business.

Section 2. Special Meetings: In the event of an emergency or immediate need, a special Board meeting may be called, with the ten-day notice stipulation waived on the condition that quorum requirements be met at the meeting and that the notice provide the full details regarding the purpose of the emergency meeting. Special meetings of the Board may be set at the call of the Chair, upon written call by the majority of the Board, or upon resolution of the Board.

Section 3. Place of Meetings: The meetings of the Board shall be held at the principal office of the Organization, or at such other place as the Chair may designate.

Section 4. Notice of Meetings: Written notice of the time, date, and place of regular and special Board meetings shall be given by the Chair to each director at least ten days in advance of the meeting. In accordance with Section 12 of this Article, notices shall be delivered by mail, email, or hand delivery to each director, posted on the Organization's website, and entry television screens at the principal office during regular business hours.

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Section 5. Attendance and Quorum: Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called. Attendance records of each Board meeting shall be maintained at the principal office. Directors or designees are encouraged to make reasonable effort to attend all meetings. In the event of three consecutive unexcused absences in one fiscal year, as determined by the Chair, the director may automatically be removed from the Board.

A quorum for Board meetings is defined as a majority, or 50% plus one, of the active directors and shall be determined at the beginning of a meeting for all items requiring action at the current meeting or in the future (*Reference Article V, Section 1 regarding Attendance and Quorum requirements for committees*). The act of a majority of the directors present at a Board meeting where a quorum has been established shall be the act of the Board, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these bylaws. If a quorum shall not be present at any meeting of the Board, those present may receive and review any reports which do not require Board action and/or they may adjourn the meeting until a quorum shall be present.

Any one or more or all of the directors may participate in a meeting of the Board by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation in a meeting by means of a conference telephone or similar communications device shall be deemed presence in person at such meeting.

Section 6. Notice of Intent to Attend: Directors and designees of the Board shall be required to notify the Chair of their intent to attend or their inability to attend a lawfully scheduled meeting within three (3) days of receipt of a meeting notice.

Section 7. Minutes: Minutes of each Board meeting will be kept at the principal office as an official record of Board action. The minutes will be reviewed by the Board and approved at subsequent meetings.

Section 8. Consent Agenda: The Chair may propose a Consent Agenda as part of the main agenda. The Consent Agenda shall contain those routine items of business that do not normally involve debate and that are unanimously approved by the Executive Committee. The Board may approve all items on the Consent Agenda by adopting one motion. A director may transfer an item from the Consent Agenda to the main agenda. A motion to transfer should be made at the beginning of the meeting. The Consent Agenda may include, but is not limited to, the following routine items of business:

- (a) Policies and procedures.
- (b) Budget amendments/revisions.
- (c) Disposition of surplus property.
- (d) Resolutions of appreciation, support, and recognition.

Section 9. Voting: Unless otherwise provided for in the Articles of Incorporation, each director shall have voting rights and shall be entitled to one vote on each matter submitted to a vote at any meeting. The vote of a majority of the directors voting on any matter at a meeting of the Board at which a quorum is present shall be the act of the Board on that matter unless the vote of a greater number is required by law or by the Articles of Incorporation or bylaws of this Organization. Votes by proxy are prohibited.

The Chair's presence may satisfy the requirements for quorum at any meeting, Board or committee, and will vote only in the event of a tie vote. The Chairs of each committee will also satisfy

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the requirements for quorum and will only vote in the event of a tie vote at committee meetings. Each officer, Board director, and committee member is held accountable to the Conflicts of Interest policy as listed in Article VI of these bylaws and must abstain from voting when such conflicts arise.

Section 10. Parliamentary Rules: All meetings shall be conducted in an open, orderly, and fair manner, following the most recent version of Robert’s Rules of Order.

Section 11. Compliance with State Requirements: So long as the Organization receives funding from the State of North Carolina, it shall conduct its operations, including its meetings, in a manner comparable to Article 33C of Chapter 143 of the General Statutes “The Open Meetings Law,” Chapter 132 of the General Statutes “The Public Records Law.”

**ARTICLE V
COMMITTEES**

Section 1. All committees, except the Executive Committee, operate within the authority delegated by the Board. Committee membership may include both Board members and non-board participants, with specific provisions for the Board Development Committee and Human Resource Committee as follows:

- (a) The Board Development Committee and Human Resource Committee shall include current Board directors and past Board directors.
- (b) Non-board participants and past Board directors are entitled to all rights and privileges of Board directors except voting at Board meetings.
- (c) Non-board participants and past Board directors are entitled to have voting rights only within committee proceedings.

Committee activities serve as channels for collecting ideas, interests, and issues for comprehensive discussion. Committees should actively seek collaboration with other committees, groups, individuals, agencies, and organizations. The committee process provides an open forum that encourages thorough discussion of issues and concerns before making recommendations to the full Board.

All standing committees, special committees, and sub-committees must comply with all regulations in these bylaws, particularly Article IV Sections 1-7 and 9-11 regarding meetings. Since committees (except for the Executive Committee) only recommend actions to the Board without final approval authority, and because strict quorum requirements can sometimes delay the approval process, quorum requirements are as follows:

- (a) General committees, special committees, and sub-committees: Half (50%) of active membership
- (b) Executive Committee, Finance Committee, Human Resource Committee, and Board Development Committee: 50% of active membership
- (c) North Carolina Pre-Kindergarten Committee: 50% of active membership plus one

A quorum must be determined at the beginning of any meeting for all items requiring action.

Section 2. Committees and Membership: The Chair and/or Board may from time to time establish such standing committees, special committees, sub-committees, or workgroups as it deems necessary to assist the Board in carrying out its duties and responsibilities to the Organization on a continuing basis. Standing committees will include but are not limited to Executive Committee,

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Board Development Committee, Human Resource Committee, Finance Committee, Planning and Evaluation Committee, Community Engagement and Development Committee, Child Care Resource and Referral Advisory Committee, Facility and Tenant Committee, and North Carolina Pre-Kindergarten Committee.

The Chair, with input and assistance from the President, shall appoint committee members to each standing committee. The Chair shall review committee membership each year and make new appointments as necessary. The Chair will appoint each committee Chair to serve for that year. Committee Chairs will appoint Vice-Chairs. In order to have full Board participation, the Chair may appoint each Board director to one or more committees. Each member of a committee holds office until his successor is elected, or until he resigns or is removed from the committee. A member of a committee may succeed himself. The Chair, Committee Chair, or President may invite additional individuals with expertise in a particular area to meet with and assist the committee. Such advisors shall not vote or be counted in determining the existence of a quorum and may be excluded from any closed session of the committee.

Section 3. Executive Committee: The Executive Committee shall consist of the Chair, Vice-Chair/Chair-Elect, Secretary, Treasurer, the immediate past Chair, standing committee chairs, Cumberland County School Superintendent (or designee) and may include two other directors of the Board to be appointed by the Chair and approved by the Board. If the immediate Past Chair is unable or unwilling to serve, the Board of Directors may approve the service of another Past Chair in the place of the immediate Past Chair. The Executive Committee shall have and may act in the capacity of the Board between meetings of the Board except when acting in matters of bylaws revisions, Board director or officer nominations, and except as limited by N.C.G.S. 55A-8-25. The Executive Committee shall not have the authority to reverse decisions previously made by the full Board. The Chair shall present a report to the Board of the actions taken in its place by the Executive Committee. The Executive Committee may also present a Consent Agenda for the Board's approval as outlined in Article IV Section 8.

The Executive Committee meets bi-monthly or as called by the Chair to review operational, programmatic, and financial matters. It may deal with urgent situations that cannot wait for the next full Board meeting, specific questions referred to the committee by the Board, issues that need preliminary discussion and refinement before the Board considers them, or routine matters that do not require full Board disposition. The Executive Committee is charged with the responsibility of establishing, implementing, and reviewing the bylaws where appropriate. All revisions to these bylaws or Articles of Incorporation are to be approved by the Board with ten days written notice of the review of said revisions.

The Executive Committee shall collaborate with the Board Chair and the Human Resources Committees during the President selection process.

During the President's evaluation process, the Executive Committee will provide input to the Chair. Upon completion of the evaluation, the Chair will submit the report to the Executive Committee for review before presenting it to the Board for final approval.

Section 4. Board Development Committee: The Board Development Committee is Chaired by the Vice-Chair/Chair-Elect of the Board and membership is limited to six current and former Board directors. The Board Development Committee members must have a minimum of one-year Board experience. The President works closely with this committee to provide input on organizational needs and to identify Board leadership. The Board Development Committee meets as called by the Chair. In the event the Board Development Committee Chair is removed from office or resigns, any officer may call a meeting for the purposes stated herein.

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The Board Development Committee identifies, recruits, and proposes directors and officers to the full Board. The Board Development Committee leads the Board in identifying the type of directors and officers the Organization needs. With the assistance of the President, the committee develops written descriptions of directors and officers' responsibilities and creates a plan for identifying prospective directors and officers. Once the process is under way, the committee plays an active part in cultivating new directors and officers, screens candidates, and recommends candidates to the full Board for approval. In addition, it may plan and conduct orientation for new directors and officers, and organize continuing education programs that enhance knowledge of governance responsibilities in general and this Organization in particular.

The Board Development Committee may recommend guidelines for Board director contributions, to insure 100% donations from the Board of Directors.

Section 5. Human Resource Committee: The Human Resource Committee is Chaired by a Board member and is composed of a minimum of five current and former Board Directors. The Human Resource Committee will meet a minimum of quarterly or as called by the committee Chair. The Human Resource Committee may work with the Finance Committee, President, Vice President of Finance and Human Resource Manager.

The Human Resource Committee advises the President on personnel policy issues and develops personnel policy guidelines for approval by the Board. The Human Resource Committee recommends the tools and methodologies to be used in the performance evaluation of all Organization staff. The Human Resource Committee also keeps the Board informed about labor-related legislative issues at the national, state, and local levels.

In general, the Human Resource Committee will focus its work on policy issues and avoid becoming involved in staff hiring, promotion, and evaluation matters that are the responsibility of the President. The Human Resource Committee works with the Executive Committee and the Board Chair in selecting and evaluating the President.

Section 6. Finance Committee: The Board Treasurer Chairs the Finance Committee. The committee consists of a minimum of eight members, including five Board directors and three non-board participants. The Finance Committee shall meet bi-monthly, no less than quarterly, as determined by organizational needs or at the Chair's discretion. The committee works with the President and applicable staff to fulfill its responsibilities as outlined in these bylaws.

The Finance Committee receives, reviews, and recommends proposals for funding to the Board. The Finance Committee reviews and presents the Organization's annual budget for Board approval. Budget amendments and revisions will be processed through the Finance Committee. Instances may occur where immediate action may be taken by the Executive Committee or full Board. The Finance Committee will review fiscal policies and procedures, review and approve fiscal and contracts policies. The Finance Committee will provide oversight for investment funds.

Monthly financial reports are reviewed by the Finance Committee and presented to the Board. The Finance Committee is responsible for compliance with state, federal, and non-profit regulations regarding fiscal management and works with the President and applicable staff in carrying out its responsibilities as directed in these bylaws.

Section 7. Planning and Evaluation Committee: The Planning and Evaluation Committee is Chaired by a Board director and is comprised of a minimum of seven voting members, excluding ex-officio members without vote. The committee will meet bi-monthly or as called by the Chair and works with the President in carrying out planning and evaluation responsibilities as directed in these bylaws.

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The Planning and Evaluation Committee reports to the Board regarding the comprehensive evaluation of all contractees as applicable, including the review of required reports for the North Carolina Partnership for Children and other agencies. In addition, the committee keeps the Board informed of local, state, and national evaluation and research efforts related to the Organization's purpose. The committee reviews requests for proposals (RFPs) and proposals received for Smart Start funding and related planning and evaluation services. The committee also determines if evaluation services meet the Organization's expectations and provides evaluation reports to the Board. The committee will also make recommendations to the Board and Finance Committee. The committee supports the Organization with strategic planning when requested.

Section 8. Community Engagement and Development Committee: The Community Engagement and Development Committee (hereafter referred to as the CED Committee) is Chaired by a Board director. Committee members total a minimum of six with two Board directors and four non-Board participants. The committee will meet a minimum of quarterly or as called by the Chair and works with the President in carrying out its responsibilities as directed in these bylaws.

The CED Committee leads the Board's participation in community engagement and fund development. It recommends policies for these areas and provides opportunities for Board involvement. The committee will recommend plans and procedures as well as provide advisement while supporting staff in strengthening the early childhood system through stewardship of local resources, community engagement, strategic communication, volunteer recruitment and opportunities, outreach and community relations.

Section 9. Child Care Resource and Referral Advisory Committee: The Child Care Resource and Referral Advisory Committee (hereafter referred to as the CCR&R Advisory Committee) is Chaired by a Board director. The committee consists of a minimum of 12 members, including both Board directors and non-board participants. Membership may include representatives from:

- (a) Agencies
- (b) Department of Social Services
- (c) Businesses
- (d) The Community
- (e) Parents
- (f) Military
- (g) Child care providers

The CCR&R Advisory Committee will meet at least quarterly or as called by the Chair, and works with the President and applicable staff to fulfill its responsibilities as outlined in these bylaws. The CCR&R Advisory Committee shall assist in recommending policy, participating in budget planning, evaluating programs, and making recommendations aligned with the Organization's goals. Committee members shall understand child care resources and referral services and be willing to advocate for these services within the community.

Section 10. Facility & Tenant Committee: The Facility & Tenant Committee is Chaired by a Board director. At a minimum the Facility & Tenant Committee should consist of four members, representing expertise in: tenant relations, facilities maintenance and lease negotiations. Membership should include Board and non-Board participants. The Facility & Tenant Committee will meet at least quarterly or as called by the Chair and works with the President in carrying out its

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responsibilities as directed in these bylaws. The purpose and functions of this committee are:

- (a) To review the exempt function activities performed by current and proposed tenants of the Organization's office building for suitability and approval of such tenants by the Board;
- (b) To present formal findings to the Board that any current or proposed tenant has as its proper exempt functions purposes which are complementary or similar to those of the Organization;
- (c) That such current or proposed tenant is suitable for consideration by the Board to become a tenant of the Organization;
- (d) To make such recommendations to the Board regarding current, potential, and proposed tenants, leases, and leaseholds in the office building(s) owned by the Organization as such committee may deem necessary or appropriate;
- (e) To review the purposes and activities of such tenants for continued suitability and compatibility with the activities and purposes of the Organization, as it may find necessary or appropriate from time to time; and
- (f) To engage in activities incidental to the foregoing.

Such committee shall also generally review the use and utilization of the Organization's property, plant, equipment, facilities, and assets for compliance with the Organization's exempt functions and purposes, as set forth herein and in the Organization's Articles of Incorporation.

Section 11. NC Pre-Kindergarten Committee (NC Pre-K): The NC Pre-K Committee is Co-Chaired by the school superintendent (or designee) for Cumberland County and the PFC board Chair. The membership consists of the same representatives as the Partnership's Board Directors. The mandated positions includes the Co-Chairs, a licensed child care center (4- or 5-star license preferred) representative, Head Start program representative, parent of preschool-age children (especially at-risk children) representative, child care resource and referral agency or another child-serving agency representative, Department of Social Services or the Public Health Department or other child care subsidy funding agency representative, and a public schools exceptional children's preschool program representative. These mandated positions may have designees, unlike the PFC Board which does not consist of any designees. The NC Pre-K designees may have all rights and privileges of the director while in attendance at the NC Pre-K Committee meeting. The designee shall not appear for the director at committee meetings of which the director is a member. The director shall inform the Chair of the NC Pre-K Committee in writing of the designee appointment. The NC Pre-K Committee will meet bi-monthly or as called by the Co-Chairs.

Purpose of the NC Pre-K Committee: The authorizing legislation for the NC Pre-K Program requires: "a system built upon existing local school boards and systems, private child care providers, and other entities that demonstrate the ability to establish or expand pre-kindergarten capacity." To comply with this legislative mandate, the NC Pre-K Program requires every county (or region) that chooses to participate in NC Pre-K to establish and maintain a County/Region NC Pre-K Committee. Requirements are in the NC Pre-K fiscal and programmatic requirements and guidance manuals. The purpose of the committee is to:

- (a) Select a contractor agency;
- (b) Develop operational policies and procedures;
- (c) Ensure collaboration and shared responsibility for developing, approving, and implementing the local plan for delivering NC Pre-K services at the community level;
- (d) Ensure that services are built on the existing early childhood service delivery system, and that service providers in the community with the ability to provide NC Pre-K

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- services have the opportunity to express interest and be considered;
- (e) Provide ongoing, collaborative advice about local policies and procedures in the implementation of NC Pre-K services; and
 - (f) Provide oversight for the local program (both program and fiscal).

Section 12. Special Committees, Sub-Committees and Workgroups: Depending on the needs of the Board and the Organization, other special committees, sub-committees, or workgroups may be created by the Board. The purpose, tasks, longevity, and composition will be clearly defined by the Board.

**ARTICLE VI
CONFLICTS OF INTEREST**

Directors of the Board shall be aware of, and the Organization shall firmly uphold, the following policy in accordance with G.S. 143 – 6.1:

“The undersigned entity is aware that in the process of fund allocation by its management, employees, members of the Board of Directors’ or other governing body, instances may arise which have the appearance of a conflict of interest or appearance of impropriety.

In order to avoid conflicts of interest or the appearance of impropriety, should instances arise where a conflict may be perceived, any individual who may benefit, directly or indirectly, from the entity’s disbursement of funds, shall abstain from participating in any decisions or deliberation by the entity regarding the disbursement of funds.

The undersigned entity recognizes the possibility that it may be the recipient of funds that are allocated consistent with the purpose and goal of its programs. If such allocations are made, the undersigned entity will strive to ensure that funds are expended in such a manner that no individual will benefit, directly or indirectly, from the expenditure of such funds in a manner inconsistent with its programs.

The undersigned entity shall not employ any person having such interest during the performance of this Agreement. The undersigned entity shall notify NCPC in writing of any instances that might have the appearance of a conflict of interest.”

PFC will adhere to North Carolina State statutes and funding source requirements.

**ARTICLE VII
FIDUCIARY RELATIONSHIPS**

Officers, Board directors, and committee members of the Organization should have a fiduciary relationship to the Organization (act in the best interest of the Organization). The basis of this lies in the public’s trust that the Organization will manage donated funds to fulfill the Organization’s mission.

Duty of Care describes the level of competence that is expected of a Board director and is commonly expressed as “care that an ordinarily prudent person would exercise in a like position and under similar circumstances.”

Duty of Loyalty is a standard of faithfulness; a Board director must give undivided allegiance when making decisions affecting the Organization. This means that a Board director can never use information obtained as a director for personal gain but must act in the Organization's best interest.

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Duty of Obedience requires Board directors to be faithful to the Organization's mission. They are not permitted to act in a way that is inconsistent with the Organization's current goals.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year: Except as altered by a resolution of the Board, the fiscal year of the Organization shall begin on the first day of each July and end on the last day of June next ensuing.

Section 2. Compensation: The Officers of the Board and Organization and the Directors of the Board shall receive no compensation other than reimbursement for expenses while in the role of Board Director to include but not limited to conference mileage, registration, meals per diem and child care. All reimbursements will be made by the Organization on an expense-basis. No travel advances will be given except to the person(s) holding the Parent Receiving Subsidy position(s) while attending out-of-town conferences. The Chair, under the advisement of the Executive Committee, shall fix the compensation of the President, who will fix the compensation of all other employees of the Organization.

Section 3. Volunteer Hours: Each Board Director and committee member shall record volunteer hours for time served on behalf of the Organization. The hours shall be converted to a dollar figure provided by the North Carolina Partnership for Children at the direction of the General Assembly. The Organization will maintain all volunteer timesheets for reporting, auditing, and monitoring purposes.

Section 4. Contracts, Loans, Checks, Deposits, and Funds:

- (a) The Board authorizes the Board Chair or the Organization's President to enter into any contract or execute and deliver any instrument on behalf of the Organization; only one signature is required. If two signatures are required by a funder or entity, both shall sign.
- (b) Loans – No loans shall be contracted on behalf of the Organization and no evidence 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.
- (c) Checks – All checks issued by the Organization shall require two (2) signatures. Signatures include the President of the Organization, The Treasurer, Chair and the Vice-Chair of the Board. At least one signature must be that of a current Board director. The Board may designate other signatories authorized to sign checks on behalf of the Organization if needed.
- (d) Funds – All funds of the Organization not otherwise employed shall be deposited to the credit of the Organization such as banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer, officers, agent, or agents of the Organization to whom the Board may delegate such power. Oversight of funds and deposits is authorized to the President of the Organization and applicable staff.

Section 5. Audits: The accounts of the Organization shall be subject to financial and compliance audit requirements as follows:

- (a) The Organization shall comply with all audit requirements established by its funders. Failure to comply with required financial and compliance audits may result in

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suspension of funding.

- (b) So long as the Organization receives funding from the State of North Carolina, it shall be subject to audit and review following the North Carolina Partnership for Children Smart Start Accountability Plan.
- (c) Additionally, upon request of a majority of the Board, the accounts of the Organization may be audited by a reputable, certified public accountant, whose report shall be submitted to each director of the Board.
- (d) Within 30 days after an audit has been completed, a full report shall be delivered to each director of the Board
- (e) A copy of the audit report is available to any public body of the State of North Carolina from which any grant or appropriation has been received during the fiscal year to which such audit applies together with a report briefly stating the nature of the activities carried on by the Organization during that fiscal year and stating the Organization's compliance, to the best of the knowledge of the provisions of this article.

Section 6. Bonds: At the direction of the Board, any officer, director, or employee of the Organization shall be bonded. The Organization shall pay the expense of procuring any such bond.

Section 7. Acceptance of Gifts: The Board, or any officer or officers or agent or agents of the Organization to whom such authority may be delegated by the Board, may accept on behalf of the Organization any contribution, gift, bequest, or device for the purposes of the Organization.

Section 8. Relations with Public Bodies: The Organization contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public bodies of North Carolina. Expenditures by the Organization of such grants or appropriations shall be made only for public purposes and only for the charitable purposes of the Organization and according to law.

Section 9. Corporate Earnings: No director, officer, employee, or member of a committee of the Board or Organization, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the Organization. This shall not prevent the payment to any person of such reasonable compensation that the Board shall fix for services rendered to or for the Organization in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the Organization. All directors of the Organization shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization then remaining in the hands of the Board, after satisfaction of the Organization's liabilities, shall be transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

Section 10. Limitations on Use of Property or Funds: No funds or property of the Organization shall be devoted to or expended for any purpose or objective not stated in the Organization's Articles of Incorporation, but all the Organization's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the Organization be used for personal benefit by way of compensation, directly or indirectly, of these directors.

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Partnership for Children of Cumberland County, Inc.**

**ARTICLE IX
INDEMNIFICATION**

Any person who at any time serves or has served as a Director of the Board or Officer of the Board and Organization, or in such capacity (as officer or director) at the request of the Organization for any other organization, whether for profit or non-profit, shall have the right to be indemnified by the Organization to the fullest extent permitted by law against:

- (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed actions, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Organization seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; and
- (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, lien, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceedings.

The Board shall take all such actions as may be necessary and appropriate to authorize the Organization to pay the indemnification provided by these bylaws including, without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the Bylaws of Cumberland County Partnership for Children, Inc., were duly approved and adopted by the Board of Directors of said Organization at a meeting held on June 12, 2025.

Signed: _____
Darlisha Warren, Secretary

Dated: _____

Attested: _____
Haja Jallow-Konrat, Board Chair

Dated: _____