

HEALTHY FAMILIES

RAPPAHANNOCK AREA



strengthening the family unit

**HEALTHY FAMILIES RAPPAHANNOCK AREA
BOARD OF DIRECTORS
BYLAWS**

TABLE OF CONTENTS

ARTICLE I: Corporate Identification

ARTICLE II: Mission/Vision Statement and Purpose

ARTICLE III: Powers and Duties of the Board of Directors

ARTICLE IV: Organization Membership

ARTICLE V: Board Composition and Membership

Section 1: Board Size

Section 2: Terms of Office and Term Limits

Section 3: Membership Qualifications and Selection Process

Section 4: Vacancies

Section 5: Resignations

Section 6: Removal/Misconduct

Section 7: Removal/Absenteeism

ARTICLE VI: Duties and Responsibilities of the Officers of the Organization

Section 1: Officers

Section 2: Elections of the Officers

A. President

B. Vice President

C. Secretary

D. Assistant Secretary

E. Treasurer

F. Other Officers

ARTICLE VII: Board Member Regulations

Section 1: Reimbursement

Section 2: Confidentiality

Section 3: Conflict of Interest

Section 4: Media and Public Information

Section 5: Code of Ethics

ARTICLE VIII: Board Meetings

Section 1: Regular Meetings

Section 2: Notice of Meetings

Section 3: Quorums

Section 4: Special Meetings

Section 5: Voting

Section 6: Action without Meeting

Section 7: Board Meeting Minutes

ARTICLE IX: Committees of the Board

Section 1: Committee Membership, Appointments and Vacancies

Section 2: Executive Committee

Section 3: Finance and Resource Development Committee

Section 4: Program Committee

Section 5: Public Relations and Community Education Committee

ARTICLE X: Fiduciary Duties & Responsibilities

Section 1: Finance and Records

Section 2: Bank Accounts

Section 3: Audits

Section 4: Board Liability and Corporate Indemnification

ARTICLE XI: Repeal or Amendment of Bylaws

ARTICLE XII: Dissolution of the Organization

ARTICLE I: CORPORATE IDENTIFICATION

Section 1:

The name of the Organization shall be Healthy Families Rappahannock Area hereinafter referred to as HFRA. The Organization was incorporated under Section 501(c)(3) of the Internal Revenue Code May 15, 2002.

Section 2:

The registered office of the Healthy Families Rappahannock Area shall be located in Spotsylvania, Virginia, but the corporation may conduct its business or open branch offices within or outside the Commonwealth of Virginia as the Board of Directors deems advisable.

Section 3:

The Registered Agent for the Organization shall be Hirschler Fleischer, Attorney at Law.

ARTICLE II: MISSION, VISION, PURPOSE and CORE VALUES

HFRA mission is empowering parents to raise healthy children. The Organization's vision is to strengthen the family unit. The Organization's primary purpose is to prevent child abuse and neglect, expand the capacity of community-based maternal and child health and promote school readiness, thereby ensuring that all families have an opportunity to raise a healthy child. The Organization's core values are as follows:

INTEGRITY: We act with credibility and professionalism to instill trust and confidence

EXCELLENCE: We aim to be the best in all that we do and have a relentless pursuit to exceed expectations

LEADERSHIP: We create vision, inspire others and advance the priorities and mission of the program

COMMITMENT: We are passionate about every aspect of what we do and committed to the families and our community

STEWARDSHIP: We optimize our financial resources effectively in order to further the mission of the people we serve

INNOVATION: We are an innovative, dynamic and visionary team that embraces and drive change and is willing to take risks

CREATIVITY: We encourage open communication, respect and diversity so that people and ideas can thrive

TEAMWORK: We work cooperatively and together to build a positive and supportive team to create a great place to work

SENSE OF HUMOR: We do everything with enthusiasm-we make it fun

The Organization may engage in any other trade or business or investment activity so long as such trade or business would not be inconsistent with the Organization status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III: POWERS and DUTIES OF THE BOARD OF DIRECTORS

The business and affairs of the Organization shall be managed by a board of directors (the Board of Directors or the Board). Directors need not be residents of the Commonwealth of Virginia. The Articles of Incorporation may prescribe other qualifications for directors. The Board of Directors shall have authority to fix the compensation of directors unless otherwise provided in the Articles of Incorporation. All income and the property of the Organization must be applied exclusively for its not-for-profit purposes. The corporate powers, duties and responsibilities shall be vested in the Board of Directors as follows:

- A. To participate fully in the activities of the Board of Directors and to develop rules and procedures for the Board of Directors this shall be contained in the corporate bylaws and related documents, and to select/elect officers of the Board.
- B. To determine major personnel, fiscal, organizational and programmatic policies and procedures for the effective and efficient operation of the organization.
- C. To hire, evaluate, and support the Program Manager and to monitor his/her implementation of the Organization's programs, services and overall management. A job description shall be developed and maintained by the Board of Directors under the approval of RACSB. The Program Manager shall be employed by the Rappahannock Area Community Services Board (RACSB), and shall operate under the terms and conditions as provided by the RACSB Board and the Organization's personnel policies and procedures. The RACSB Board of Directors along with the HFRA Board of Directors shall vest the authority to manage, direct, supervise and otherwise administer programs and services to the Program Manager and his/her employees and/or designees. Personnel actions regarding the Program Manager are subject to approval by a fifty-one (51%) majority vote of the Board then delegated to the RACSB Board of Directors. Personnel actions regarding the Program Manager may be subject to any valid contract of employment approved by the RACSB Board and guidelines or approvals as required by applicable federal grants and contracts.

ARTICLE IV: ORGANIZATION MEMBERSHIP

In accordance with Section 13.1-837 of the Code of Virginia of 1950, as amended (the Code), the corporation shall have no members. The Board of Directors of the organization shall share responsibility with RACSB Board of Directors the management and operation of the organization.

ARTICLE V: BOARD COMPOSITION & MEMBERSHIP

Section 1: Board Size:

The number of Directors shall consist of not less than one (1) nor more than fifteen (15) members. One (1) director shall be appointed by the RACSB.

Section 2: Terms of Office and Term Limits:

Board members shall serve a three-year term, with a maximum of two (2) additional terms. No Board member shall serve more than three (3) terms (nine years). Board members shall be eligible for re-selection in accordance with these bylaws after a period of one (1) year.

Section 3: Membership Qualifications & Selection Process:

A. BOARD OF DIRECTORS:

Guidelines for the selection process shall be established by the HFRA Board. The Board of Directors shall establish or develop criteria for service on the HFRA Board. Board Elections shall be conducted annually at the first meeting of the fiscal year. No individual shall be named or elected as a director without his or her prior consent.

B. PARTICIPANTS:

There shall be a minimum of (1) one participant selected/elected to the Board, and there shall be an established process for their selection, which shall include mentoring.

Section 4: Vacancies:

The Board of Directors shall be responsible for monitoring the vacancies on the Board, and for maintaining accurate records of Board member participation. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors, if the directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of directors remaining in office.

Section 5: Resignations:

All resignations from the Board shall be submitted in writing to the Board President and/or Program Manager.

Section 6: Removal/Misconduct:

The Board of Directors may remove, by a majority vote, at a meeting of which a quorum is present, any member for willful misconduct, which shall include, but is not limited to: disruptive behavior at meetings; public statements; breach of confidentiality; nonparticipation at regular meetings; and/or behavior which demonstrates a lack of support for the goals of the Organization; and not acting in the best interest of the Organization. Any member so removed shall lose voting rights for any portion of the meeting following the removal and shall not be eligible for future HFRA Board service or membership in the organization.

Section 7: Removal/Absenteeism:

Directors with three (3) consecutive absences in a 12-month period from scheduled Board of Directors meetings are subject to removal from the Board. Special meetings of the Board shall be exempt from this regulation.

ARTICLE VI:

DUTIES AND RESPONSIBILITIES OF THE OFFICERS OF THE ORGANIZATION

Section 1: Officers:

At a minimum, the Organization shall have the following Officers: President and Treasurer, each of whom shall be appointed by the Board of Directors at its annual meeting. The Board of Directors may appoint such other officers and assistant officers and fill any vacancy at any regular or special meeting of the Board of Directors. The same individual may simultaneously hold more than one office. Each officer shall be appointed to hold office until the next annual meeting of the Board of Directors, or for such longer or shorter terms as the Board of Directors may specify, and until his or her successor shall have been elected or such earlier time as he or she shall resign, die or be removed. Each officer shall have the authority and perform the duties set forth in these Bylaws or, to the extent consistent with these Bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers. Past members shall serve as an ex-officio non-voting member for two terms.

Section 2: Elections of the Officers:

The Officers shall be elected to three-year terms, and shall not exceed three (3) consecutive terms. The President and Program Manager shall propose a slate of officers. The Officers of the Organization shall be elected by the Board of Directors from among its current membership. Officer vacancies may be filled at any meeting of the Board. Each officer shall hold office until his or her successor has been duly elected and officially seated.

A. President:

The President of the Board shall be an existing member with a minimum of at least two years of service on the Board. The President may, as needed, sign and execute all authorized contracts, agreements or other obligations in the name of the Organization. The President shall have the general powers and duties of supervision and management usually vested in the office of President of an Organization. The President shall be an ex-officio member of all standing committees. The President shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

B. Vice-President:

The Vice President shall perform the duties of the President in the absence of the President or in the event of his/her inability or refusal to act; he/she shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties and responsibilities as designated by these bylaws, the President or the Board of Directors.

C. Secretary:

The Secretary (or his/her designee) shall give notice of all meetings of the Board of Directors and all other notices required by law or by these bylaws. The Secretary shall record all the proceedings of the meetings of the members and directors. Signed minutes shall be maintained in the HFRA Office. The Secretary shall perform such other duties as may be assigned to the Secretary by the directors or the President.

D. Assistant Secretary:

There may be one or more Assistant Secretaries who shall exercise all of the functions of the Secretary during the absence or incapacity of the latter and such other duties as may be assigned from time to time by the Board of Directors.

E. Treasurer:

The Treasurer (or his/her designee) shall have the following duties: ensure that the financial records of the Organization are maintained, and have custody of all funds and securities of the Organization; prepare or arrange for the preparation of the financial reports and agency financial audits required by the Board of Directors, the State of Virginia and other funding sources; issue a financial statement on all programs to the Board of Directors at regular Board and/or Special Board meetings; and sign all required legal and financial reports and documents. The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

F. Other Officers:

There may be one (1) or more Assistant Vice Presidents or Assistant Treasurers and other officers and assistant officers who shall perform such duties as may be assigned from time to time by the Board of Directors.

ARTICLE VII: BOARD MEMBER REGULATIONS

Section 1: Reimbursement:

There shall be no compensation to any Board member for service on the Board of Directors. Board members shall be reimbursed for reasonable and justifiable expenses related to Organization business, subject to documentation submitted to the President and/or Treasurer for approval and subject to budget constraints. A director may serve or be employed by the organization in any other capacity and receive reasonable compensation therefor.

Section 2: Confidentiality:

No person involved with this Organization will, at any time disclose or use, either during or subsequent to selection to the Board, any information, software, knowledge or data which he/she develops during his/her tenure on the Board which is considered proprietary or which is related to the business of this Organization.

Section 3: Conflict of Interest:

Directors shall not exploit or attempt to use their position to intimidate employees, to make personal financial gains, or to gain personal favors. Directors shall not abuse their position by using agency staff, services, equipment, materials or property for their personal gain. A Director shall disclose to the other directors any duality of interest or possible conflict of interest, or whenever a director first becomes aware that he/she has or may have any direct or indirect actual or potential conflict of interest with the Organization. If a matter becomes before the Board of Directors that is subject to such a conflict or possible conflict, the director shall make a full disclosure of the nature and details of the conflict and respond to any request from the other directors for additional information.

A director who is subject to such a conflict or possible conflict shall, after providing any such information, leave the meeting and shall not be present during either the discussion or the vote on the matter. The directors who are not subject to the conflict or possible conflict shall then vote on whether a conflict of interest exists. If a conflict is not found to exist, the excluded director shall return to the meeting and the meeting shall proceed. If a conflict is found to exist, the directors not subject to the conflict shall, determine by majority vote, whether it is in the best interests of the Organization to proceed with the transaction despite the conflict. The minutes of the meeting shall reflect the nature of the possible conflict discussed, the names of the directors that participated in the discussion, and the votes cast by each director on the matter.

EXCEPTION FOR MATTERS AFFECTING THE ORGANIZATION:

If all directors have a conflict on a matter before the Board, the Board may seek independent advice on the matter and shall then make a decision considered in the best interests of the Organization.

The foregoing policy shall be reviewed annually for the information and guidance of directors, and any new director shall be advised of the policy upon assuming the duties of his or her office. The President and Secretary are authorized and directed to see that the foregoing policy is followed.

Section 4: Media and Public Information:

The RACSB Executive Director, HFRA Board President, the Program Manager or other persons authorized by the Board of Directors shall serve as the official spokesperson for the Organization.

Section 5: Code of Ethics:

The Board of Directors shall follow the Code of Ethics set forth by the Rappahannock Area Community Services Board.

ARTICLE VIII: BOARD MEETINGS

Section 1: Regular Meetings:

Regular meetings of the Board of Directors shall be held with notice at such time and place as shall be determined by the Board. The Board shall be notified by email before each meeting. All meetings of members shall be held at a facility designated by the Program Manager with the approval of the Board of Directors. Board members can attend the meetings by teleconference. Board meetings shall be conducted by the President or Vice President, if none of said officers is present, by a Chairperson to be elected at the meeting. The Secretary shall act as Secretary of such meetings; in the absence of the Secretary, the presiding Officer may appoint a person to act as Secretary of the meeting. Reminder notices of all meetings are submitted to members via electronic or regular mail submission.

Section 2: Notice of Meetings:

Notice of meetings is effective when deposited in the United States Mail, telephone, written notice delivered personally or via electronic submission. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. The Board of Directors may not act upon the following issues unless these issues appear on the Agenda of the meeting in which action is to be taken: 1) removal of a member of the Board for cause; 2) the election of officer(s) or members of the Board, 3) the amendment or revision of these bylaws; or 4) the hiring or termination of the Program Manager.

Section 3: Quorums:

The presence of fifty-one percent (51%) of the non-vacant seats on the Board shall constitute a quorum for conducting business at regular and special Board meetings. The Board of Directors shall take no vote unless a quorum is present. The act of the majority of the board members at any meeting at which a quorum is present shall be an act representing the full Board of Directors, except in those specific instances in which a greater number may be required by these bylaws.

Section 4: Special Meetings:

Special meetings of the Members may be called at any time for any purpose or purposes by the President or by any three Board of Directors and shall be called forthwith by the President upon the request in writing of a majority of all the Members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting. Special meeting notices will be submitted to each member to include the purpose, place, day, date and time of the meeting to be held. Reminder notices of all meetings shall be submitted to members via electronic or regular mail submission.

Section 5: Voting:

Voting at all meetings of the Board of Directors and its committees shall be in person, or by other methods as may be defined by the Board. Each member of the Board shall be entitled to (1)

one vote. Such vote may be made either in person, teleconference, and electronic submission. Proxy voting is prohibited. A majority vote of the members present shall be required for all decisions except as may be otherwise stated in these bylaws.

Section 6: Action without Meeting:

Unless the Articles of Incorporation provide otherwise, action required or permitted by the Act to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one (1) or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken. Written consents may be executed in two (2) or more counterparts, by original signature, photocopy, fax or email, each of which shall be deemed an original, and all of which, put together, shall constitute the unanimous written consent of the Board.

Action taken under this section of Bylaws is effective when the last director signs the consent unless the consent specifies a different effective date, in which event the action taken is effective as of the date specified therein, provided the consent states the date of execution by each director.

Section 7: Board Meeting Minutes:

The Board shall keep minutes of regular member Board meetings, which include a record of those board members present and record of votes on all motions. The minutes of the Board meetings shall be available to all board members in accordance with the provisions of these bylaws. Minutes of the previous meeting shall be distributed to all members with the notice and agenda of the upcoming meeting. Minutes shall be made available to the public upon request in accordance with Commonwealth of Virginia laws.

ARTICLE IX: COMMITTEES OF THE BOARD MEMBERS

Section 1: Committee Membership, Appointments and Vacancies:

Unless the Articles of Incorporation provide otherwise, the Board of Directors may create one (1) or more committees, including an Executive Committee, and appoint members of the Board of Directors to serve on them. Each committee may have two (2) or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by Board of Directors. Fifty-one percent (51%) of the members of a committee shall constitute a quorum for the transaction of business. Sections of these Bylaws which govern meetings, action without meetings, notice and waivers apply to committees and their members as well.

To the extent specified by the Board of Directors or in the Articles of Incorporation or these Bylaws, each committee may exercise all of the authority permitted to be exercised by the Board of Directors, except that a committee may not:

- A. Fill vacancies on the Board or on any of its committees;
- B. Amend the Articles of Incorporation; or
- C. Adopt, amend, or repeal the Bylaws.

Section 2: Executive Committee:

The Executive Committee shall consist of the Officers of the Board of Directors. The primary responsibility of the Executive Committee is to ensure the effective operations of the Organization. The Executive Committee is charged with fulfilling the Board's function when the Board is not in session. Tasks of the Executive Committee shall include: 1) transacting of business of an urgent matter in a timely manner between meetings of the full Board of Directors, and to report all actions taken to the full Board for its ratification; 2) developing and maintaining organizational structure and operating procedures of the Board and committees; 3) consulting legal counsel on matters requiring interpretation of legal or quasi-legal documents or which may involve litigation; 4) insuring compliance with these bylaws and all requirements of funding agencies and governmental entities; and 5) serving as support to the Program Manager in his/her efforts to manage the Organization.

The Executive Committee shall have the authority to make binding decisions for the Organization, which shall be subject to ratification and adoption at the next regularly scheduled Board of Directors meeting. Officers shall not receive any stated salary for their services; however, each officer shall be entitled to receive reimbursement for reasonable expenses incurred in the performance of his/her duties.

Section 3: Finance and Resource Development Committee:

The responsibility of the Finance and Resource Development Committee is to oversee the Organization's financial operations. The Committee oversees preparation of the annual budget, review of financial reports, compliance with financial policies, compliance with accounting regulations, and contracting for the annual audit. The committee secures additional federal and non-federal funding sources to support HFRA strategies and programs. The Committee is responsible for developing and guiding, in cooperation with other committees as appropriate, efforts to raise funds to enable the Organization to implement all elements of the Strategic Plan, especially funds to build the infrastructure of the Organization.

Section 4: Program Committee:

The responsibility of the Program Committee is to maintain a working regional collaboration and to monitor the Organization's adherence to the Healthy Families America Credentialing Standards. The committee shall review regional strategies that improve community cooperation to address the needs of at-risk families and participants. The Program Committee shall review outcome data for participants, review organization's effectiveness, and make recommendations to the Board of Directors per the committee's findings.

Section 5: Public Relations and Community Education

The responsibility of the Public Relations and Community Education Committee is to develop materials, create fundraising strategies, and build public awareness of the Organization. The Committee works to educate and inform the community, stakeholders, collaborators, and families about the Organization's services and successes.

ARTICLE X: FIDUCIARY DUTIES AND RESPONSIBILITIES

Section 1: Finance and Records:

The Fiscal Year of the Organization shall begin on the first day of July and end on the last day of June of each year. HFRA fiscal agent Rappahannock Area Community Services Board (RACSB) shall be responsible for ensuring that agency funds are received, handled, expended, and accounted for in accordance with sound business procedures, legal requirements, and policies adopted by the RACSB Board of Directors, and entities funding the Organization. The RACSB Board of Directors shall authorize the RACSB Executive Director, Program Manager and/or the HFRA Board President or their designee to enter into contracts, to execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances or transactions.

The Rappahannock Area Community Services Board (RACSB) shall keep correct and complete books and records of accounts, and minutes of the proceedings of RACSB Board of Directors meetings. The Organization shall keep an accurate record of the names, addresses, telephone numbers, terms of office and date of term(s), appointments or selections of all officers and board members, and shall maintain these records in the Registered and principle office of the Organization. Officers and Directors of the Organization shall have such access to books and records as may be required by law and as may be set forth by the RACSB Board of Directors and/or HFRA Board of Directors.

Section 2: Bank Accounts:

As the fiscal agent of HFRA the RACSB Board of Directors shall authorize certain officers or agents of the Organization to deposit any funds of the Organization in such banks or trust companies designated by the Board of Directors. The RACSB Board of Directors shall authorize certain officers or agents of the Organization to withdraw any or all of the funds of the Organization so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Organization, and made or signed by such officers or agents. Each bank or trust company with which funds of the Organization are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the RACSB Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company.

Section 3: Audits:

There shall be an annual agency-wide audit which includes the Organization's financial records in accordance with the terms and conditions of the funding sources, grants and contractual requirements under the laws of the Commonwealth of Virginia. An independent Certified Public Accountant, approved by the RACSB Board of Directors, shall perform the audits.

Section 4: Board Liability & Corporate Indemnification:

The HFRA Board of Directors shall be covered by Directors and Officers Liability Insurance, maintained and paid by the Organization. HFRA shall indemnify any person who is a party or is threatened to be made a party to any lawsuit or proceeding, whether civil, criminal, administrative, or investigative. Corporate indemnification shall be in accordance with the laws of the State of Virginia.

**ARTICLE XI:
REPEAL OR AMENDMENT OF BYLAWS**

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision by fifty-one percent (51%) of the members' majority vote of the Board. These bylaws may be altered, amended or replaced and new bylaws adopted at a regular meeting of the Board by a two-thirds majority vote, provided that the amendment(s) were submitted to members of the HFRA Board of Directors in writing ten (10) days prior to the date of the meeting. Any amendments adopted will be effective ten (10) days after approval unless otherwise stated.

**ARTICLE XII:
DISSOLUTION OF THE ORGANIZATION**

The Organization may be dissolved as prescribed by the laws of the State of Virginia. If the Organization is dissolved voluntarily by fifty-one percent (51%) of the members' majority vote of the Board, the plan of distribution for the assets shall provide that 1) all liabilities and obligations of the Organization shall be paid, satisfied and discharged or adequate provisions should be made therefore and; 2) assets held by the Organization requiring return, transfer or conveyance, which condition occurs by the reason of the dissolution, shall be made in accordance with the current grants and contracts of the Organization. Any remaining funds not required to be returned to the state or federal government shall be distributed to Organization(s) operating exclusively for charitable or educational purposes, which said Organization, qualify for exempt organizations under the provisions of the Internal Revenue Code.

These Bylaws for the Healthy Families Rappahannock Area are
Adopted by the Board of Directors this _____ day of _____ 2015.

President

Print and Sign Name Date

Vice-President

Print and Sign Name Date

Treasurer

Print and Sign Name Date

Secretary

Print and Sign Name Date