

**Child and Family Agency
of Southeastern Connecticut, Inc.**

BYLAWS MANUAL

SECTION I

**BYLAWS OF THE
CHILD AND FAMILY AGENCY
OF SOUTHEASTERN CONNECTICUT, INC**

Last reviewed and approved as amended 1/20/2015

ARTICLE I - NAME

The legal name of the Agency shall be Child and Family Agency of Southeastern Connecticut, Inc. (the Agency).

ARTICLE II - TERRITORY

This Agency shall provide services primarily in the state of Connecticut.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Agency shall be in the city of New London, Connecticut or other such location in Southeastern Connecticut as the Board of Directors may decide from time to time.

ARTICLE IV - PURPOSE

The Agency is a not-for-profit 501 (C) (3) corporation.

Its purpose is to promote the well being of all children and their families, in particular to give priority to the unmet needs of children lacking physical, emotional and intellectual care and nurturing.

ARTICLE V - MEMBERSHIP

All individuals who become members of the auxiliaries are members of the Agency.

All members of the Board of Directors are members of the Agency.

ARTICLE VI - MEETINGS OF THE Agency

Section 1. Annual Meetings

- a. The Annual Meeting of the Agency shall be held at such a time and place as the board shall designate, generally within six months from the end of the fiscal year.
- b. The Board of Directors shall submit to the Annual Meeting a report of the activities of the Agency during the preceding fiscal year, a statement of the financial condition of the Agency and of its income and expenditures, estimates for the succeeding fiscal year, and such further suggestions and

statements as may be expedient.

- c. A quorum shall consist of 20 of the members.
- d. Notice shall be given in writing, at least one (1) week prior to the date of the meeting.

Section 2. Special Meeting

- a. The Board may call special meetings of the Agency at any time. Any ten (10) members of the Agency shall have power to require the Chairperson or Secretary to call a special meeting by a written request specifying the business to be brought before such special meeting and the Chairperson or Secretary shall thereupon call a meeting within twenty (20) days. The business to be brought before any special meeting must be noted in the call.
- b. A quorum at a special meeting of the Agency shall consist of 20 of the members.

ARTICLE VII - MEETINGS OF THE BOARD

Section 1. Regular Meetings

- a. There shall be at least six regular meetings of the Board each year, at such time and in such place, as the Chairperson shall designate.
- b. At any meeting of the Board one third of the directors shall constitute a quorum.
- c. Notice shall be given at least one (1) week prior to the date of the meeting.

Section 2. Special meetings

- a. The Board may call special meetings of the Board at any time. The Chairperson or any five (5) members of the Board shall have power to require the Chairperson or Secretary to call a special meeting by a written request specifying the business to be brought before such special meeting and the Chairperson or Secretary shall thereupon call a meeting within twenty (20) days. The business to be brought before any special meeting must be noted in the call.
- b. A quorum at a special meeting of the Board shall consist of one third of the directors.

Section 3. Conduct of Meetings

Board meetings shall operate under Robert's Rules of Order.

Section 4. Action Without a Meeting

Any Agency action which can be authorized at a meeting of the Board or a committee thereof may be authorized without such a meeting, provided there is unanimous consent in writing or by email of all of the directors or committee members, as the case may be. The secretary of the Agency shall file such consents with the minutes of the meetings of the Board.

ARTICLE VIII- BOARD OF DIRECTORS

Section 1. Role and Constitution

- a. The control of all the property and the management and supervision of activities of the Agency shall be vested in a Board of Directors.
- b. The Board of Directors shall consist of no less than eighteen (18) nor more than thirty-three (33) voting members. Each auxiliary shall have a representative on the Board of Directors. Other than auxiliary representatives, directors shall be elected by the members at the Annual Meeting of the Agency and shall serve for a term of three years. Approximately one-third of Board members shall be elected at each annual meeting. No individual shall be elected a member of the Board of Directors for more than two full consecutive terms. Any individual having served two full consecutive terms may be eligible for re-election after an interval of one year. Members who are elected to fill an unexpired term of a board member shall be eligible for two full terms. Time served as an officer of the Board shall be exempt from the above provision. With the exception of Auxiliary representatives, no individual may be a member of the Board for more than 10 continuous years except for the immediate past Chairperson who shall remain on the Board for one year after leaving office.
- c. The Board of Directors may, from time to time, name non-voting honorary members in recognition of tangible and intangible contributions to the Agency.
- d. The Board shall have power to fill vacancies occurring in its own body.
- e. The Board of Directors shall receive no compensation or honoraria when acting in their capacities as directors, but may be reimbursed for expenses incurred in performance of their duties.
- f. No members of the Board of Directors, staff or consultants, shall have direct or indirect financial interest in the assets or leases of the Agency. Any Director who individually or as part of a business or professional firm, which

is involved in the business transactions or current professional services of the Agency or has a family member so involved shall disclose this relationship and shall not participate in any vote taken in respect to such transactions or services. No employee or consultant of the Agency may serve as a member of the Board.

- g. The directors and/or officers of the Agency (including the heirs, executors, administrators of the estate of such a person) shall be indemnified by the Agency to the full extent permitted by the laws of the State of Connecticut against any liability, cost, or expense asserted against said individuals in the course of their work as directors and/or officers of the Agency.
- h. Current board members are prohibited from seeking counseling services from Child and Family Agency. No board member seeking services other than counseling from Child & Family Agency shall be given preferential treatment.

Section 2. Attendance

- a. Meeting attendance in person or by Skype or other teleconference is acceptable.
- b. The Nominating Committee, upon due notice from the Executive Committee, shall contact a board member who has been absent without excuse from more than three (3) consecutive regular meetings of the Board of Directors or five (5) meetings during a year to notify him/her that his/her status as a board member is in jeopardy.
- c. Except in the case of mitigating circumstances, unexcused absence for more than three (3) consecutive regular meetings of the Board of Directors during a calendar year shall constitute a resignation from the Board of Directors.

ARTICLE IX - OFFICERS AND THEIR DUTIES

Section 1. Officers

The officers of the Board of Directors shall be Chairperson, one or more Vice-Chairpersons, Treasurer, Secretary, and other such officers as shall be needed and appointed by the Board.

Section 2. Elections

All officers shall be elected by the Board at the Annual Meeting to serve a one-year term. The Chairperson and Vice-Chairperson shall serve no more than nor less than

two (2) consecutive years except in unusual circumstances. One (1) additional year may be served upon majority approval of the Board of Directors. The Secretary and Treasurer shall serve no more than four (4) consecutive years. An officer shall be eligible for re-election when at least one year has elapsed since the end of his/her term.

Section 3. Duties

- a. The Chairperson's duties include presiding at all meetings of the entire Board and Executive Committee, appointing committees and their Chairperson, and representing the Agency at official functions. The Chairperson shall also be an ex-officio member of all committees.
- b. The First Vice-Chairperson shall exercise the duties of the Chairperson whenever the Chairperson is absent or unable to act. He or she is expected to succeed the Chairperson in office.
- c. The Treasurer shall be responsible for reviewing the financial status of the Agency and reporting to the Board at least semi-annually on that status, ensuring that the Agency's books are audited, and making sure that all financial records are up to date and adequately safeguarded. The Treasurer shall serve as chairman of the Finance Committee.
- d. The Secretary shall keep the minutes of all meetings of the directors and of the Agency, and shall attend to such correspondence as may be required.
- e. The officers of the Board shall also be the officers of the Agency.

ARTICLE X – Chief Executive Officer (CEO)

Section 1. CEO / Board Relationship

The Agency shall engage the services of a Chief Executive Officer who shall be responsible to the Board of Directors for the operation of the Agency.

Section 2. Duties

The Board of Directors delegates responsibility for the administration of the Agency to the CEO, whom it holds accountable for the Agency's performance. The CEO shall keep the directors informed concerning the affairs and activities of the organization and any special problems encountered in the administration thereof, and will provide a written report for each regularly scheduled Board meeting

The CEO is authorized to employ and discharge staff and to otherwise administer the organization's personnel policies. Selection of new Chief Financial and

Administrative Officer (CFAO) or Director of Development will be done in consultation with the Board. The Board of Directors delegates to the CEO the responsibility for applying for relevant public and private grants and awards. The Board authorizes the CEO to sign all contracts. Unless excused by the Board, the CEO shall attend all meetings of the Board and shall be a non-voting member of it, and a non-voting ex-officio member of all committees.

Section 3. Compensation

The salary of the CEO is determined by a performance review undertaken by the executive committee of the Board of Directors.

Section 4. Inability to Carry Out Responsibilities

In the event that the CEO is incapacitated and unable to discharge his or her responsibilities, a substitute will be appointed from the Agency administrative staff by the CEO and / or Executive Committee of the Board. Such appointment will be subject to approval by the Board.

Under the direction of the Chairman, the Board shall from time to time review the need and options for succession of the CEO.

ARTICLE XI - COMMITTEES

Section 1. Committee Creation

The Chairperson of the Board may, with the approval of the Board or Executive Committee, appoint standing committees annually and ad hoc committees of the Board from time to time in order to assist the work of the entire Board.

The Agency shall have the following standing committees responsible to the Board of Directors:

- Finance Committee
- Nominating Committee
- Personnel Committee
- Services Committee
- Development Committee
- Strategic Planning Committee
- Marketing and Public Relations Committee
- Investment Committee
- Legislative Committee
- Building and Grounds Committee

Section 2. Appointment of Membership

The Board Chairperson shall appoint all the committee chairpersons. The committee members shall be appointed at the discretion of the Board Chairperson and the respective committee chairpersons. Individuals who are not members of the Board may serve as members of a committee. Such individuals will be subject to the same conflict of interest restrictions as Board members.

Section 3. Committee Responsibilities

The standing committees shall have the following responsibilities:

a. Finance Committee

The Finance Committee shall be responsible to the Board of Directors for the financial supervision of the Agency. The CEO and the CFAO are responsible for Agency finances, and together with the Finance Committee shall be responsible for the preparation of the Agency budget. The Finance Committee shall be responsible for reviewing the annual audit and of the Federal 990 statement. The annual budget and Federal 990 will be presented to the Board for approval.

b. Nominating Committee

The Nominating Committee members shall represent a wide cross-section of the Board and will include the 1st Vice Chairperson. It shall be responsible for recommending a slate of directors and Board officers at each Annual Meeting.

The Nominating Committee Chair shall inform potential nominees of Board responsibilities prior to their selection. Once selected by the Nominating Committee, the Nominating Chairperson will introduce the new member to the Board.

The Chairperson will thank those Board members who have completed their terms of service.

After notification from the Nominating Committee chairperson, the Agency's Development Department shall contact new members to welcome them and provide them with orientation to the Agency and the Board.

c. Personnel Committee

The Personnel Committee shall be responsible to the Board of Directors for the determination of personnel policies and practices for the Agency.

d. Services Committee

The Services Committee periodically shall review the Agency's services for quality and continued appropriateness.

e. Development Committee

The Development Committee shall include members from each auxiliary and other interested members of the Agency.

This committee will be charged with evaluating and organizing Agency-wide fundraising initiatives subject to the approval of the Board. It shall report the progress of these events to the Board. It will assist the Marketing and Public Relations Committee in promoting these events.

This committee will meet at least semi-annually to exchange ideas, discuss problems, and plan projects.

f. Strategic Planning Committee

Agency and Board goals shall be defined and/or updated annually. Priorities shall be set, and resources identified to implement these goals under the direction of the committee. The committee shall convene a formal meeting of the Board and staff leadership to discuss strategic goals at least every five (5) years.

g. Marketing and Public Relations Committee

This committee shall be responsible for promoting the Agency, its programs, and its fundraising activities.

h. Investment Committee

The Investment Committee shall review the performance of the Agency's investment funds and report to the Board. The Investment Committee shall be responsible for creating, updating, and providing to the Board for approval documents describing the investment and endowment policies of the Agency. The committee shall have the authority to approve investment recommendations made by the Agency's Investment Advisor pursuant to the Investment Policy Statement adopted by the Board and shall report those recommendations and the actions taken thereon to the Board. The committee shall review the Agency's Investment and Endowment Policy Statements annually and make recommendations for changes, as needed to the Board for approval.

i. Legislative Committee

The Legislative Committee shall be responsible for assisting the Agency's administration and other designated staff with efforts to influence local, state and federal public policy and governmental funding in ways that positively impact Child and Family Agency's ability to meet its mission. Committee activities may include but not necessarily be limited to (a) providing input into the administration's development of CFA's legislative priorities, strategies and messaging, (b) assisting with Agency-sponsored events aimed at informing legislators about critical issues and (c) participating in broader advocacy coalitions with which the Agency is involved. Public activities of committee members (e.g. direct interactions with legislators) shall always be prior-approved through the CEO.

j. Building and Grounds Committee

The Building and Grounds Committee shall consist of interested Board members, the CFAO, and the Building and Grounds Coordinator. Other senior Agency staff may participate in committee meetings as appropriate given the issues under review.

This committee shall be responsible for the long-term maintenance and development of the Agency's facilities. It will work with the administrative staff to develop and review short- and long-range prioritized maintenance schedules through a master building and grounds plan. It will be responsible for recommending to the Board, for its approval, purchases of building or land and major equipment or any repairs in excess of \$25,000. The Building and Grounds Committee shall ensure adequate maintenance for all facilities and property to provide a safe, healthy, and welcoming environment.

Section 4. Executive Committee

- a. The Executive Committee shall consist of the officers and the chairperson of all committees. The Chairperson may appoint one or more additional members of the Board of Directors to the Executive Committee subject to the approval of the Board.
- b. The Executive Committee shall call for Executive Sessions of the Board to advise, seek guidance and/or approval for matters, which lie outside of the scope of functional committee responsibilities.
- c. This committee shall prepare an annual evaluation and set the terms of the contract of the CEO.
- d. At least one third of the members shall constitute a quorum for the Executive

Committee.

ARTICLE XII - FISCAL MANAGEMENT

Section 1. Investments

The invested funds of the Agency shall be handled as follows:

- a. The Board may employ a financial advisor to render investment advice and handle the securities, assets, and investments of the Agency.
- b. The Investment Committee of the Board reviews the performance of its investment funds at least quarterly and presents the results to the full Board.
- c. The Investment Committee shall recommend the amount of the annual distribution of endowment funds to the Board for its approval.

Section 2. Fiscal Year

The fiscal year of the Agency shall begin the first day of July and end the last day of June in the following calendar year.

Section 3. Auditing

An independent auditor shall audit all accounts and adherences to the Agency's policies and procedures. This auditor shall be appointed annually by the Board. The Finance Committee will solicit and review proposals from of potential auditors at least every three (3) years and submit recommendation to the Board for approval.

Section 4. Property and Gifts

The Agency shall maintain a record of ownership of all its properties and of all financial transactions it enters into with respect to such properties. The Agency shall maintain affidavits of non-conflict for gifts or property from donors who wish to remain anonymous.

Section 5. Dissolution of the Agency

In the event of a dissolution of the Agency, or otherwise, the assets shall be distributed only to a recognized non-profit charitable organization or organizations or projects of similar purpose which qualify for exemption under Section 501 (C) (3) of Section 170 of the Internal Revenue Code, as now in effect, or as such sections may hereafter be amended.

Section 6. Checking Account Authority

The Board Chairperson, Board Vice-Chairperson, Treasurer, Chairperson of the Finance Committee, CEO, the CFAO, and other board-designated individuals shall have the authority to sign all checks and sign withdrawals of savings accounts for the Agency, any two signatures being required. Employee paychecks or checking account payments of \$2,000.00 or less may be signed by one of the Board authorized individuals.

The above requirements do not relate to paychecks and payroll-related activities, which are handled by an independent company.

ARTICLE XIII - AUXILIARIES

Section 1. Purpose

The auxiliaries shall recruit and sustain members whose charitable priority is the welfare of children having unmet needs. The auxiliaries shall continue to coordinate the various activities that aid the Agency in accomplishing its goals and objectives. They may engage in any activities that are compatible with the objectives of the Agency under the guidance of the Development Department.

Section 2. Representation on the Board of Directors

The auxiliaries shall be represented on the Agency's Board of Directors as provided in ARTICLE IX, Section 1, of these Bylaws.

Section 3. Reporting and Control

A representative of each auxiliary shall report on its activities to the Board of Directors at its regular Board meetings and shall make recommendations concerning the enhancement of the Agency's fundraising function and volunteer activities. Volunteer participation in the Agency's activities is encouraged.

The auxiliaries shall have bylaws, which shall be ratified by the Board of Directors.

ARTICLE XIV - NON-DISCRIMINATION STATEMENT

The Agency and each of its member organizations agree and warrant that they do not discriminate or permit discrimination against any person or group of persons on the grounds of race, color, religious creed, age, marital status, familial status, national origin, ancestry, sex, mental retardation, mental disability, learning disability, lawful source of income, sexual orientation or physical disability, including, but not limited to, blindness or deafness. The Agency and each of its

member organizations further agree and warrant that they are in compliance with all laws and regulations of the United States and the State of Connecticut regarding equal employment opportunity and public accommodations with respect to their programs, clients, officers, employees, and volunteers.

ARTICLE XV - AMENDMENTS

These Bylaws may be amended by the resolution of a two-thirds vote of the Board, notice of such amendment having been already given by sending a copy thereof to each member of the Board at least five days previous to the meeting at which it is to be considered.

ARTICLE XVII – REVIEW OF THIS DOCUMENT

Each Board member shall affirm that he or she has reviewed this bylaw manual in the month following election or re-election and Section I of annually.

This bylaw manual shall be reviewed for amendment and revision at intervals no greater than every five (5) years beginning in 2010.

