**BY-LAWS OF**

**BROKEN COUNTY’S PARTNERSHIP FOR CHILD WELL BEING, INC.**

**ARTICLE I**

OFFICES

The Principal office of the Corporation is in Broken County, Divided State 69337. The Corporation may have such other offices within the State, as the Board of Directors may designate or as the business of the Corporation may require from time to time. The registered office of the Corporation may be, but need not be, identical with the principal office in the Divided State, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II**

PURPOSES

The mission of the Partnership for Child Well Being, Inc. is to build collaboration among agencies, networks and the broader community to find innovative solutions to improve the quality of life of people.

The purpose of the Partnership for Child Well Being, Inc. is to

Promote communication and utilization of data, services and opportunities

Conduct assessments

Share resources and training

Collaborate in creative planning

Evaluate for impact and outcomes

Prioritize and create goodwill

Advocate for policy changes to meet the needs of rural area

**ARTICLE III**

INFORMAL ACTION

Section 1. ACTION BY CONSENT

Any action required by these By-Laws, or any action which otherwise may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to notice of the meeting, with respect to the subject matter of such consent. Such consent will have the same force and effect as a unanimous vote. Actions by consent shall be ratified at the next meeting at which a quorum is present.

Decisions that require action before a regular meeting may be approved by email or telephone or video conference vote of a majority of the board.

**ARTICLE IV**

MEMBERSHIP

Section 1. QUALIFICATION FOR MEMBERSHIP

(A) The Partnership is a broad-based collaboration, including but not limited to, citizens, service recipients, formal and informal service providers, elected officials, educators, school officials, businesses.

(B) Individual membership in the Partnership is open to any citizen residing in, or health and human service provider employed in Broken County, Divided State.

(C) Organizational memberships are open to any formal (legally structured) or informal (volunteer based) networks, agencies, institutions, or groups which provide, or have an interest in the provision of health and human services, in Broken County. Only one membership will be issued to each organization and only one vote will be recognized per each organization.

Section 2. MEMBERSHIP FEES

Membership fees shall be established by a vote of the membership at the annual meeting.

The Board of Directors may waive membership fees for any individual or organization where such fees present a hardship and would cause said individual or organization to be unable to participate.

Section 3. DUTIES OF MEMBERSHIP

(A) Members shall attend meetings, serve on committees, provide overall direction to the activities of the corporation; keep the Secretary advised of any and all changes in address, telephone number, and/or any other pertinent data; and ratify, through a general membership vote, and/or through participation in the design, development and management of the unified service delivery system which impacts the activities of organizational members and/or the delivery of services in local communities.

**ARTICLE V**

MEMBERSHIP MEETINGS

Section 1. ANNUAL MEETING

(A) The Annual Meeting of the members shall be held in October at a place determined by the Board of Directors and designated in the notice of such meeting. The business transacted at such meeting will be the election of Directors, receive an annual report of the activities of the organization, and any other business as shall be properly brought before the meeting.

(B) In the event the annual meeting is not held at the time prescribed in Article V, Section 1.A, above, then the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be, and transact other business with the same force and effect as at an annual meeting duly called and held.

Section 2 SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or any three members of the Board of Directors, or shall be called by the President at the request of not less than one-tenth of all members of the Corporation entitled to vote at the meeting.

Section 3. REGULAR GENERAL MEMBERSHIP MEETINGS

Not less than two regular meetings of the general membership shall be held on an annual basis in addition to the Annual Meeting. The Board of Directors shall establish an annual schedule of regular general membership meetings to be held in Broken County at a time and place, which are convenient to the membership as determined by the Board of Directors.

Section 4. NOTICE AND PURPOSE OF MEETINGS, WAIVER

Each member of record entitled to vote at any annual, special or regular general membership meeting shall be given written or printed notice of the place, day and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called. Such notice shall be delivered either personally, by fax, electronic mail, or by mail, not less than ten (10) days and not more than fifty (50) days before the meeting. If mailed it should be directed to the member’s address as it appears on the secretary’s list unless the member shall have requested of the Secretary in writing that notice intended for it be mailed to some other address, in which case the notice shall be transmitted to the address so designated A member may waive notice of a meeting by attendance, either in person or at the meeting, or by so stating in writing either before or after such meeting.

Section 5. QUORUM

A quorum at all meetings of members shall consist of twenty-five percent (25%) of the members or (20) members, whichever is less. If this quorum cannot be met, a majority of the members represented may adjourn the meeting from time to time without further notice.

Section 6 VOTING

(A)

Members eligible to vote shall be either individuals or organizations whose dues are paid prior to the meeting except for the initial meeting*.*

(B)

Voting may be by voice, hand count, secret ballot, or by mailed ballot. Voting decision can be made through consensus. There will be no voting by proxy.

(C)

Each member shall have no more than one vote as to each matter submitted to vote at the meeting.

(D)

The election of directors shall be by ballot and, upon the demand of any member, the vote upon any question before the meeting. All elections shall be had and all questions decided by a majority vote of the persons present in person or by mailed ballot if requested.

**ARTICLE VI**

BOARD OF DIRECTORS

Section 1. POWERS

The management and administration of this corporation shall be vested in a Board of Directors, hereinafter referred to as the Board.

Section 2. NUMBER

(A) The number of elected Directors shall be no less than eleven (11). The Board shall represent a broad spectrum of the community.

(B) A representative of the Healthcare Network.

(C) A representative from the Public Health Districts.

(D) A nominating committee appointed by the Board shall endeavor to ensure all counties have the opportunity to be represented on the Board.

(E) The number of Directors may be increased or decreased from time to time by an amendment to these By-laws. The number of Directors shall never be less than eleven (11).

OFFICERS

Section 1. NAMES AND QUALIFICATIONS

The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time create.

Section 2. ELECTION AND TERM OF OFFICES

The officers of the Corporation shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. Each officer shall hold office until his successor shall have been duly elected and qualified. All officers shall serve for one year and may be re-elected.

Section 3. DUTIES OF OFFICERS

PRESIDENT. It all shall be the duty of the President: to preside at all of the meetings of the Board; to act as the chief administrative officer of the Corporation; to sign all deeds and contracts or other documents necessary or convenient to the operation of the Corporation, and to perform such other duties as usually pertain to the Office of the President of a corporation.

VICE-PRESIDENT. In the absence of the President or in the event of the President’s inability or refusal to act, the Vice-President (or in the event there is more than one Vice-President, the Vice-Presidents in order of their election) shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as may, from time to time, be assigned by the President or by the Board.

SECRETARY. The Secretary shall: keep the permanent minutes of the Board; see that all notices are duly given in accordance with the provisions of these by-laws, or as required by law; and act a custodian of the Corporate records and Corporate seal; and perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the President. The Board may contract for any or all of these duties.

TREASURER. The Treasurer shall: have charge and custody of, and be responsible for, all funds and securities of the Corporation; oversee the financial operation of the Partnership for Child Well Being; and, in general, perform all duties as may from time to time, be assigned by the Board. The Treasurer shall, with the appropriate committee, prepare an Annual Operating Budget showing projected income and expenses to be presented to the Board for approval. The Board may contract for any or all of these duties.

Section 4. REMOVAL

The Board of Directors may remove any officer when in its judgment in the best interest of the Corporation will be served for the purposes of continuity.

Section 5. VACANCIES

Any vacancies occurring in the offices of President, Vice-President, Secretary, or Treasurer may be filled by the Board of Directors at a regular or special meeting called for that purpose.

Section 6. SALARIES

No salaries shall be paid to any officers of the Corporation, but this shall not prevent the reimbursement of any officer or director of any expenses authorized by the directors which were incurred on behalf of the Corporation.

(A) Standing Committees of the Board. The Board of Directors shall appoint all standing committees.

1) Finance Committee: The officers and immediate past president will meet at the call of the president; will be empowered to act for the Board subject to review by the Board; review monthly financial reports; participate in annual budget development; make budget recommendations to the Board; provide budget oversight; and serve as a liaison between the corporation financial manager, Executive Director and the Board.

2) Nomination Committee: shall be appointed at least two (2) months prior to the annual meeting. The nominations will be responsible to solicit recommendations for positions of directors and/or officers, extend a call for nominations no less than 60days prior to the annual meeting, obtain consent of members to stand for election, nominate candidates for positions to be filled.

(B) Ad Hoc Committees

The Board is authorized to establish such Ad Hoc Committees as might from time to time be deemed appropriate, expedient or advisable.

(C) Advisory Committee

The Board is authorized to appoint one or more Advisory Committees. The Advisory Committees are to consist of community members, service providers, interested business people, elected officials, educators, and others who have the ability to serve with perspective, guidance and information that will better enable the Partnership for Child Well Being to advance the purposes for which it was formed.

**ARTICLE X**

FINANCE

Section 1. BOARD RESPONSIBILITY

The responsibility of the Board of Directors is to ensure financial viability, solvency and stability of the Partnership for Child Well Being.