

Nativity Child and Family Center



NATIVITY
Child & Family
..... CENTER

Bylaws Governing the Board of Directors

Contained herein are the governing bylaws for the Board of Directors serving Nativity Child and Family Center.

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ARTICLE I: Name of Organization

This organization shall be known as Nativity Child and Family Center, hereafter NCFC.

ARTICLE II: Purpose of Organization

Nativity Child and Family Center is committed to sharing God's love, hope, joy and peace with children and their families by providing quality care, education and family support.

ARTICLE III: Board of Directors

Section A: Definition of Member

The corporate powers of Nativity Child and Family Center (hereafter NCFC) are vested in the Board of Directors (hereafter the Board), who shall oversee all matters of policy and all expenditure of funds. The Board of Directors is also responsible for the hiring and firing of the Center Director as outlined in the personnel policy.

Section B: Number, Tenure, and Qualifications

The Board of Directors shall consist of no fewer than five (5) members, nor more than eleven (11) voting members, and always an odd number of total voting members, including a pastoral representative of Nativity Lutheran Church. Those serving on the NCFC Board of Directors shall be, or are to become members of the Nativity Lutheran Church congregation. One (1) board member may be allowed as an adult household member of a student, or former student, enrolled at NCFC. Each member shall serve a three-year term. Appointment of new members and the retiring of old members shall allow for an overlap in terms. Board members shall not serve more than three consecutive terms. Pastoral representatives of the Board are not held to term limits or rules.

Section C: Vacancies

Filling seat vacancies on the Board of Directors of Nativity Child and Family Center shall be appointment-based by the existing Board members at the time that seat is vacated. Annually, the Board shall consider nominations for new members before the end of the year. Any list of nominees shall be provided to the Nativity Church Council for advisement prior to official vote by the Board. For new members to be admitted, a majority of the Board must vote in favor of the admission.

Section D: Annual Meeting

A representative from the Board will meet annually with the Nativity Lutheran Church Council to review program policies, staff concerns, budget, and future plans.

Section E: Regular Meetings

The Board of Directors shall meet at least three times per year, or as often as deemed necessary. The time and place for holding regular meetings may be determined by resolution without further notice, provided that notice of such resolution is given to all Board members.

Section F: Special Meetings

Special meetings of the Board of Directors, with exception for committee meetings, may be called for any purpose at any time by the Chairperson, Vice Chairperson, or any two (2) Board members.

Section G: Notice of Meetings

Advance notice of meetings shall be at least (4) days. Any Board member may waive notice of any meeting if all members give consent.

Section H: Quorum

A 3/5 minimum number of board members present at any meeting shall constitute a quorum for the official transaction of business. When a quorum is present, the actions of the Board members present shall be the action of the Board.

Section I: Voting

Each Board member is entitled to one (1) vote.

Section J: Action without a Meeting

Action may be taken by the Board of Directors without a meeting if; (a) all members grant their consent, (b) a quorum of voting members has been achieved, (c) and the majority of those voting members agree with the action being considered.

ARTICLE IV: Officers of the Board of Directors

The Board of Directors shall elect from their membership a Chairperson, a Vice-Chairperson, a Secretary/Historian, and a Treasurer.

Section A: Election and Term of Office

The officers shall be nominated annually by the membership of the Board and officially voted upon during, or before, the next scheduled board meeting. If the election of officers cannot be held at such time, it shall be held as soon thereafter is convenient. If a newly appointed board member is elected to an officer role, the Board Chairperson shall deliver an orientation session so the new officer(s) may understand their role without lost time. Each officer shall hold office until a successor is elected.

Section B: Chairperson

One board member, so elected, shall serve a one-year term in the office of Chairperson. The acting Chairperson shall be responsible for carrying out the directions of the Board and, in general, oversee all the business and affairs of NCFC. The acting Chairperson shall preside at all meetings of the Board and shall be an ex-officio member of all established Nativity Church committees. The acting Chairperson may sign contracts upon authorization by the Board of Directors.

Section C: Vice-Chairperson

One board member, so elected, shall serve a one-year term in the office of Vice-Chairperson. The acting Vice-Chairperson will serve as liaison between the Nativity Lutheran Church Council and the Board of Directors for Nativity Child and Family Center. In the absence of a Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson.

Section D: Secretary/Historian

One board member, so elected, shall serve a one-year term as Secretary/Historian with the following responsibilities: (a) keep the minutes of the Board of Directors meetings, and shall always make appropriate copies of meeting minutes available to NCFC Staff members, as well as making appropriate copies available to NCFC families upon request; (b) give all notices with the provisions of these bylaws; (c) be custodian of all corporate records, and;(d) with Board Members and Nativity Church staff (when necessary), file copies of all correspondence and documents relating to official Nativity Child and Family Center Board actions.

Section E: Treasurer

One board member, so elected, shall serve a one-year term as Treasurer and shall be responsible for: (a) keeping the Board of Directors and Nativity Lutheran Church Council informed of the center's financial status; (b) working with the director in preparing the annual budget and presenting it to the Board of Directors; (c) quarterly review, analysis, and reporting of financial statements to the Board and Nativity Church; (d) co-sign check requests exceeding 1% of the annual operating budget value.

Section F: Ex Officio Members

Ex officio members shall have voice but no vote at any meeting of the Board of Directors. The acting Director of Nativity Child and Family Center will be an ex officio member of the Board of Directors. Additional ex officio members may be necessary and shall be selected by Officers of the Board.

ARTICLE V: Committees

The Board of Directors shall have the authority to establish and select chairpersons to serve on all standing committees. The standing committees shall be:

Section A: Personnel Committee

Personnel Committee shall address matters of concern unrelated to daily business activities; serve an advisory role to the Director of NCFC; serve as advisors to NCFC staff when the grievance procedure fails to produce a resolution to an issue; produce performance review and feedback for the acting Director of NCFC.

Section B: Finance Committee

Finance Committee shall oversee the quarterly financial statements, annual budgets, and tax filings for NCFC. They shall also offer guidance on all unbudgeted expenses equal to or exceeding 1% of the annual operating budget value.

Section C: Fundraising Committee

Fundraising Committee shall develop, promote, and execute fundraising campaigns that are dedicated to specific improvement projects and/or the general financial well-being of NCFC.

Section D: Ad-Hoc Committees

Ad-Hoc Committees shall be created and appointed at the discretion of the Board of Directors.

ARTICLE VI: Fiscal Year

The fiscal year of Nativity Child and Family Center shall begin January 1 and end at the close of December 31.

Article VII: Amendments

These bylaws may be amended at any regular meeting of the Board of Directors by a majority vote of the total board. Discussion of any proposed amendments must include, or be communicated to, the board members at least ten (10) days prior to a vote to ratify.

These governing bylaws were adopted by the Board of Directors of Nativity Child and Family Center, and incorporated, on this _____ day of _____, in the year _____.

Signed _____ Date _____

Title _____

Signed _____ Date _____

Title _____

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