



# **BOARD BY-LAWS**

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## **ARTICLE ONE**

### ***PURPOSES***

The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, scientific and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code ("the code"). In furtherance of the foregoing: The Corporation is dedicated to coordinating the delivery of human services to at-risk youth and to their families in Central Texas through the supportive environment of the public schools or alternate education sites. The Corporation will endeavor to enable youth and their families to have access to a broad range of needed social and educational services by establishing a coordinated delivery system of social resources within an educational setting. The objective of the Corporation will be to reduce the number of school dropouts in Central Texas.

No part of the funds of the Corporation shall insure to the benefit of or be distributable to the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations for services rendered, reimburse reasonable expenses incurred, and to make payments and distributions in furtherance of the purpose set forth in this Article. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any campaign on behalf of any political candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Code, contributions to which are deductible under Section 170 (c) (2) of the Code.

References in these Bylaws to sections of the Code shall be deemed to include references to the corresponding provisions of any future amendments to the Code.

## **ARTICLE TWO**

### ***OFFICES***

- 2.1 The Corporation may have its offices at such place or places within the boundaries of the districts served as the Board of Directors may from time to time determine.

## **ARTICLE THREE**

### ***DIRECTORS***

- 3.1 The activities, property and affairs of Corporation shall be managed by its Board of Directors which is empowered to exercise all such powers of the Corporation and to do all such lawful acts and things as are authorized by law, the Corporation's Charter or Bylaws. To the extent permitted by laws, the Board of Directors may delegate power and authority in the exercise of its duties and responsibilities to its duly elected and duly appointed committees, and to its duly appointed officers or other such qualified agents.
- 3.2 The Board of Directors shall consist of not less than fifteen (15) or more than fifty (50) members; the precise number to be fixed by resolution of the Board of Directors from time to time.
- 3.3 The initial members of the Board of Directors shall be those persons who, at the time of the adoption of these Bylaws, are members of the Killeen Independent School District Communities in Schools Pre-Implementation Task Force.

- 3.4 The composition of the membership of the Board of Directors shall at all times include:
- 3.4.1 A minimum of four representatives from business or private industry. No more than four directors may be from any single organization.
  - 3.4.2 A minimum of four representatives of community organizations and public or private agencies engaged in social services such as recreation, education, probation, health, family and employment. No more than four directors may be from any single organization.
  - 3.4.3 A minimum of one Ft. Hood representative.
  - 3.4.4 For the purposes of paragraphs 3.4.1 and 3.4.2 the Executive Committee shall by majority vote determine which organization a Director represents.
  - 3.4.5 The Superintendents of Schools of the school districts served, or the Superintendent's officially appointed designees.
- 3.5 The composition of the membership of the Board of Directors may also include: Fifty percent private/public representation commensurate with gender and ethnic diversity of the communities served a minimum of one school district representative from each school district served.
- 3.6 Terms. Shall be unlimited.
- 3.7 Attendance: Each director or designee is limited to two un-excused consecutive absences from board meetings. Failure to comply will result in termination from the board. The Chairman of the Board will determine the validity of the excuse.

## **ARTICLE FOUR**

### ***MEETINGS OF THE BOARD OF DIRECTORS***

- 4.1 The annual meeting of the Board of Directors shall be held during the month of September at such date, time and place, as the Chairperson shall designate. In addition, regular meetings of the Board of Directors shall be held quarterly at such date, time and place as the Chairperson may designate.
- 4.2 Special meetings of the Board of Directors may be called at any time by the Chairperson, and shall be called by the Secretary upon the written request of five (5) or more directors. Special meetings shall be held at such date, time and place as the Chairperson shall designate; provided that and special meeting called upon the written request of five (5) or more Directors shall be held not later than ten (10) business days after the Secretary shall have received such request at such date, time and place as the Secretary shall designate.
- 4.3 Notice of all meetings of the Board of Directors shall be given by serving a written notice upon each Director, in person, by mail, or email, in sufficient time to be received at least forty- eight hours prior to the time of the meeting. The notice shall state the date, time and place of the meeting and a general description of the business to be transacted.
- 4.4 At any duly called meeting of the Board of Directors, a majority of the elected Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or in these Bylaws, all action of the Board of Directors shall be by a majority vote of the Directors present. When a special Executive Committee meeting is necessary, but not possible, all Executive Committee members will be contacted via email. If a vote is required, emailed submission of votes is permissible. All action of the Executive Committee shall be by a majority vote.

- 4.5 If Directors severally or collectively consent in writing to any action to be taken by the Board of Directors, and the number of such Directors constitutes a quorum for such action, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

## **ARTICLE FIVE**

### ***OFFICERS***

- 5.1 The officers of the Corporation shall be: Chairperson of the Board of Directors, a Vice Chairperson for Finance of the Board of Directors, a Vice Chairperson for Programs of the Board of Directors, a Vice Chairperson for Membership of the Board of Directors, a Secretary and a Treasurer. The Corporation may also have one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers as the Board may determine from time to time.
- 5.2 The Board of Directors at its annual meeting shall elect the officers by majority vote. The Chairperson, Vice Chairpersons, Secretary, and Treasurer shall be elected from among the members of the Board of Directors. The other officers need not be members of the Board of Directors. The officers shall serve until the next annual meeting or until their successors are elected.
- 5.3 The duties and powers of the offices of the Corporation shall be as follows:
- 5.3.1 Chairperson of the Board of Directors: He or she shall preside at all meetings of the Board of Directors and shall have such other duties and responsibilities as are customary to the office of Chairperson of the Board of Directors and as may be assigned to him or her from time to time by the Board of Directors.
- 5.3.2 Vice Chairperson for Finance of the Board of Directors. He or she shall assist the Executive Director and review books and records of account, including full and accurate accounts and receipts and disbursements in books belonging to the Corporation.
- 5.3.3 Vice Chairperson for Programs of the Board of Directors. He or she shall ensure program quality through annual program review.
- 5.3.4 Vice Chairperson for Membership of the Board of Directors. He or she shall be responsible for recruiting prominent members from the communities in which CIS serves. He or she will strive to see that membership is an accurate representation of the population served by CIS.
- 5.3.5 Secretary: He or she shall cause minutes to be kept of the meetings of the Board of Directors in appropriate books. He or she shall give all notices of the meetings of the Board of Directors. He or she shall be responsible for the custody of the records of the Corporation and shall inspect same annually, other than those kept by the Treasurer, and of the corporate seal, and shall affix the latter when required. He or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors and Executive Committee. It shall be the duty of the Secretary to enforce all Bylaws, rules and regulations for the proper conduct of the Corporation made by or under the authority of the Board of Directors or Executive Committee. In all cases of disputed authority or uncertainty as to the meaning of these Bylaws or rules and regulations of the Corporation, his or her decision shall govern until the Board of Directors or Executive Committee shall otherwise rule. It shall be the duty of the Secretary to see that all requirements of the laws and of appropriate state and local authorities are duly observed in the conduct of the affairs of the Corporation.
- 5.3.6 Treasurer: He or she shall have supervision over the receipt and custody of the Corporation's funds, and

shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and in general shall perform such duties as are customary to the office of Treasurer. In addition, the Treasurer shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or Executive Committee. The Treasurer shall be provided with a bond for the faithful discharge of his or her duties in such amount as the Board of Directors or Executive Committee may require.

- 5.4 A vacancy in any office shall be filled by the Board of Directors at a regular meeting or at a special meeting called for that purpose.
- 5.5 The Board of Directors may remove any officer by a majority vote at any time with or without cause, at any regular or special meeting of Board of Directors duly called and warned for such purpose.

## **ARTICLE SIX**

### ***EXECUTIVE DIRECTOR***

- 6.1 The Executive Director shall serve at the pleasure of the Board of Directors, and shall be subject solely to the direction and control of the Board of Directors and the Executive Committee.
- 6.2 The Executive Director shall be the official representative of the Board of Directors in the Management of the Corporation. He or she shall have authority and responsibility for the administration of the Corporation in all its activities subject only to such policy as may be adopted and such orders as may be issued by the Board of Directors or by any of its committees to which power has been delegated for such action. He or she shall act as the duly authorized representative of the Board of Directors in all matters in which the Bylaws or Board of Directors have not designated some other person to act.
- 6.3 It shall be the duty of the Executive Director to plan, organize, maintain and control the operation of the Corporation within the policy limits established by the Board of Directors. He or she shall analyze the Corporations activities and advise the Board respecting same. He or she shall participate in all appropriate committees thereof. He or she shall attend all meetings of the Board of Directors, and advise the Board on matters on policy formation.
- 6.4 The Executive Director shall be the official representative of the Corporation in relation to outside agencies.
- 6.5 In addition, The Executive Director shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the Executive Committee.
- 6.6 The duties of The Executive Director may be delegated to other persons upon recommendation of the Executive Director and approval of the Board of Directors or the Executive Committee.
- 6.7 The Executive Director shall perform such undertakings as are necessary to manage the day-to-day needs of the Corporation, including, but not limited to:
  - 6.7.1 Perform any acts or duties relating to the Corporation's status as exempt from Federal income tax under Section 501(c)(3)
  - 6.7.2 The signing of state and federal tax documents

## ARTICLE SEVEN

### **COMMITTEES**

- 7.1 The Corporation shall have an Executive Committee of the Board of Directors and may have other committees of the Board of Directors which may have and exercise such of the power and authority of the Board of Directors as are provided for in these Bylaws or as may be provided in the resolution of the Board of Directors establishing any such committee.
- 7.2 Executive Committee: The Executive Committee shall consist of not less than eight (8) nor more than twenty (20) members of the Board of Directors.
- 7.2.1 The composition of the Executive Committee shall at all times include: The Chairperson of the Board of Directors, the Treasurer, the Secretary, the immediate past Chairperson of the Board of Directors, an officially appointed representative of the superintendent of each Independent School District served by the Corporation.
- 7.2.2 Members of the Executive Committee shall, subject to the approval of the Board of Directors, be appointed by and serve at the pleasure of the Chairperson of the Board of Directors, who shall be the Chairperson of the Executive Committee.
- 7.2.3 The Executive Committee shall elect its own secretary from among its members. The Secretary of the Executive Committee shall record minutes of the meetings of the Executive Committee.
- 7.2.4 The Executive Committee shall carry out the policies of the Board of Directors and shall have charge of the management of the Corporation between meetings of the Full Board of Directors, including the hiring of an Executive Director and all other employees, shall determine their compensation, and shall cause the books of account of the Treasurer to be examined periodically and to be audited annually by a certified public accountant.
- 7.2.5 The Executive Committee shall, upon call of its Chairperson or two of its members, meet as frequently as may be necessary at such date, time, and place as the Chairperson may designate; provided that any meeting called by two or more of its members shall be held not later than five (5) business days after such call has been communicated to all members at such date, time, and place as indicated in the call. The Chairperson shall report on all Committee activities to the Board of Directors at all scheduled meetings of the Board of Directors.
- 7.3 Other committees of the Board of Directors shall be designated by an affirmative vote of a majority of the directors present at the meeting of the executive committee.
- 7.3.1 Committees of the Board of Directors, **OTHER THAN THE EXECUTIVE COMMITTEE**, shall consist of not less than three (3) members of the Board of Directors.
- 7.4 Authority of other committees. No committee shall have any of the power of the Board of Directors.
- 7.5 A quorum of the transaction of business for any committee shall be a majority of the voting members of the committee. Each committee member shall have one (1) vote. All votes must be cast in person or electronically; there shall be no voting by proxy or other representative method.
- 7.6 Each committee shall have a Chairperson designated by the Chairperson of the Board of Directors who shall serve on the Executive Committee.

7.7 Terms. All elected terms are for one year. Officers may be reelected.

## **ARTICLE EIGHT**

### ***BILLS, NOTES, ETC.***

- 8.1 All bills payable, notes, checks, drafts, warrants or other negotiable instruments with the exception of payroll of the Corporation shall be made in the name of the Corporation, and when exceeding \$4,999.99, shall be signed by at least two of the following persons: the Treasurer, Executive Director of the Corporation and/or one other officer of the Corporation. Except for the Treasurer or Executive Director or other properly elected officer of the Corporation duly authorized by the Board of Directors or Executive Committee, no officer or agent of the Corporation, singly or jointly with others, shall have the power to make any bill payable, note, check, draft, warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the Corporation, except as herein expressly prescribed and provided and as authorized by an appropriate resolution.
- 8.2 For payroll checks and other checks when not in excess of \$4,999.99, negotiable instruments shall be signed by at least one of the following persons: The Treasurer, the Executive Director or such other Officers as may be authorized by an appropriate resolution of the board of Directors or Executive Committee.

## **ARTICLE NINE**

### ***INDEMNIFICATION***

- 9.1 Subject to the requirements of paragraphs 9.2 and 9.3 herein, the Corporation shall indemnify any present or former director, agent or employee who was, is or is threatened to be a named defendant or respondent in litigation or other proceedings, which may reasonably result in monetary liability on the director, agent or employee. Indemnity shall be for the full amount of any final judgment, all costs of court and reasonable and necessary attorney's fees, and such other costs or expenses as the Board of Directors may approve from time to time.
- 9.2 Indemnification shall exist only for acts or omissions occurring within the scope of service to the Corporation, and which result from either:
1. The simple negligence of the director, agent or employee, or
  2. Intentional acts or omissions done in good faith reliance upon duly adopted resolution of the Board of Directors.
- 9.3 No provision of these Bylaws shall be construed to require indemnification for acts or omissions which, at the time the liability arose, were known by the director, agent or employee to be in contravention of State or Federal law, or the Bylaws of Articles of Incorporation of this Corporation, or any amendments or supplements thereto.
- 9.4 The Board of Directors may procure insurance providing indemnification for directors, agents or employees.



## **ARTICLE TEN**

### ***CONFLICT OF INTEREST***

- 10.1 Each Officer, Director and Committee member shall immediately bring to the attention of the Chairperson or Executive Director any matter that he or she suspects may reasonably present a conflict of interest with the Corporation.
- 10.2 Upon request by the Chairperson or Executive Director, the affected Officer, Director or Committee Member shall disclose such information as shall be reasonably necessary for the Board of Directors to make a knowing and informed decision as to whether a conflict actually exists.
- 10.3 The Chairperson shall have the duty to instruct the affected Officer Director or Committee Member to leave the room during the discussion and vote on the matter posing a conflict of interest.
- 10.4 Each Officer, Director and Committee member with governing board delegated powers shall annually sign a statement which affirms such person: Has received a copy of the Conflicts of Interest Policy,
  - 10.4.1 Has read and understands the policy,
  - 10.4.2 Has agreed to comply with the policy, and
  - 10.4.3 Understands that Communities In Schools is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE ELEVEN**

### ***MISCELLANEOUS PROVISIONS***

- 11.1 The Seal of the Corporation shall be an appropriate seal as adopted by the Board of Directors.
- 11.2 These Bylaws may be amended by affirmative vote of a majority of the Directors present in a lawful meeting of the Board of Directors, provide that copy of such proposed amendment shall have been given in the notice calling the meeting.
- 11.3 The fiscal year of the Corporation shall commence on September 1 and end on August 31 of the following year.
- 11.4 The parliamentary procedure of the Corporation, Board of Directors, Executive Committee and all other committees established hereunder shall be governed by the most recent revised edition of Robert's Rules of Order unless contrary to the provisions of these Bylaws. In case of conflict, the rules established by these Bylaws shall govern.
- 11.5 Whenever any notice of date, time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Charter or Bylaws of this Corporation, or of a resolution of the Board of Directors, written waiver of notice signed by the person or persons entitled to such notice, whether before or after the time required for such notice, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting.

## **ARTICLE TWELVE**

### ***RECORD RETENTION***

- 12.1 Applicant files: Shall be retained for one year from time of receipt unless continuance requested by applicant.
- 12.2 Personnel files: Shall be retained for three years. The executive committee shall be responsible for establishing and retaining a record retention policy consistent with state laws and regulations and sound management practices.
- 12.3 Student Files: Shall be retained for five years. Access is limited to authorized personnel as designated by the Executive Director.

## **ARTICLE THIRTEEN**

### ***DEVELOPMENT OF A STRATEGIC LONG-RANGE PLAN***

- 13.1 A long-range plan will be developed every three years with updates developed annually which will include a funding and resource plan.

## **ARTICLE FOURTEEN**

### ***OPERATIONAL PLAN***

- 14.1 An annual operational plan will be established with site personnel input, delineating performance goals, objectives, and outcome criteria.

## **ARTICLE FIFTEEN**

### ***STAFF TRAINING AND INSERVICE***

- 15.1 A minimum of forty (40) hours of local training will be provided to all staff each fiscal year. Training will utilize available community resources. It is the responsibility of the organization to offer orientation and program training to new personnel. This may be accomplished through coordinating with the State or Regional Office.

## **ARTICLE SIXTEEN**

### ***TRAVEL REIMBURSEMENT POLICIES***

- 16.1 Mileage used for work related activities will be reimbursed at the designated rate for all State employees. A purchase order and log for the miles must be submitted and approved by the executive director or designee.

## **ARTICLE SEVENTEEN**

### ***WHISTLEBLOWER POLICIES***

- 17.1 Communities In Schools of Greater Central Texas, Inc. requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and comply with all applicable laws and regulations.
- 17.2 It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.
- 17.3 No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within Communities In Schools of Greater Central Texas, Inc. prior to seeking resolution outside Communities In Schools of Greater Central Texas, Inc.
- 17.4 In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with the Executive Director. Supervisors and managers are required to report suspected ethics violations to the Executive Director or Board Chairperson, who have the specific and exclusive responsibility to investigate and resolve all reported complaints and allegations concerning violations.
- 17.5 The Executive Committee of the Board of Directors shall address all reported concerns or complaints regarding accounting practices, internal controls or auditing. The Board Chair Person shall immediately notify the Executive Committee of any such complaint and work with the committee until the matter is resolved.
- 17.6 Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
- 17.7 Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **ARTICLE EIGHTEEN**

### ***CRISIS MANAGEMENT***

- 18.1 A succession plan has been developed to address the absence of the Executive Director for an extended period of time.
  - Refer to the current Board approved Succession Plan on file at the Central Office.
- 18.2 During a crisis, only the following members of the board or staff will be responsible for speaking to the public: (1) Executive Director and (2) Board of Directors Chair. If neither individual is available, the Past Chair will serve in this role. Prior to speaking to the public, the Executive Director and Board Chair will confer to determine the appropriate message.

- 18.3 Staff and other board members will refer all questions to the Executive Director and Board Chair and will make no public statements on behalf of the organization.
- 18.4 Refer to the current Board approved Crisis Management Plan on file at the Central.

## **ARTICLE NINETEEN**

### ***DISTRIBUTION UPON DISSOLUTION***

- 19.1 Upon termination or dissolution of Communities In Schools of Greater Central Texas, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.
- 19.2 The organization to receive the assets of Communities In Schools of Greater Central Texas, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Communities In Schools of Greater Central Texas, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.
- 19.3 In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Communities In Schools of Greater Central Texas, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.