

AMENDED BYLAWS of WILKES COMMUNITY PARTNERSHIP FOR CHILDREN

(Amendments effective April 1,2004)

ARTICLE I

The name of the Corporation is Wilkes Community Partnership for Children

The seal of the Corporation will be circular in form which shall bear the legend "Corporate Seal of Wilkes Community Partnership for Children" and words indicating that the Corporation was incorporated in North Carolina.

ARTICLE II

Purposes of the Corporation

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 501 (c)3 and 1 70(c)2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the "Code"), including the development of innovative approaches and strategies for aiding parents and families in the education and development of children in North Carolina.

ARTICLE III

Members

The Corporation shall have no members.

ARTICLE IV

Offices and Registered Agent

1. Offices. The Corporation continuously shall maintain in North Carolina a registered office at such place as may be designated by the Board of Directors. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s) either within or without North Carolina, as may be designated by the Board of Directors.

2. Agent. The Corporation continuously shall maintain within North Carolina a registered agent.

3. Changes. Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the North Carolina Non-Profit Corporation Act.

ARTICLE V

Board of Directors for the Corporation

1. General Powers and Duties. The property, business, and affairs of the Corporation shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the North Carolina Non-Profit Corporation Act that are necessary or convenient to carry out the purposes of the

Corporation and which support and foster the purposes of the Corporation as established in these Bylaws.

2. **Composition.** The Board shall consist of a minimum of 15 members. Members will come from one of the 3 required categories - Government, Services and Business Community - which are critical to building an effective early care and education system and are in keeping with G.S.143B-168.12 (a)(1). No one category can have less than 30% or more than 40% of the total membership. (In calculating percentages, 0.5 and above should be rounded up.)

Government

- * County Commissioner, ex officio, or the Commissioner's designee
- * County Manager, ex officio, or the Manager's designee
- * Director of the Department of Social Services, ex officio, or the Director's designee
- * Executive Director or other officer of a local organization responsible for community mental health, ex officio, or her or his designee
- * Director of the Local Health Agency, ex officio, or the Director's designee
- * Superintendent of Public Schools, ex officio, or the Superintendent's designee
- * President of the Community College, ex officio, or the President's designee
- * Director of the Local Cooperative Extension Agency, ex officio or the Director's designee
- * Director of the Local Public Library, ex officio, or the Director's designee
- * Representative from the Municipal Government

Services

- * Child Care Provider from a center-based child care facility
- * Child Care Provider from a family child care home facility
- * Representative from the local Head Start Program
- * Representative from the Child Care Resource and Referral Agency
- * Representative from another Non-Profit Human Service Agency

Business/Community

- * Parent/grandparent or legal guardian of children 0-5 years
- * Representative from the religious community
- * Representative from the Inter-Agency Coordinating Council
- * Representative from a Foundation
- * Business Leader
- * Representative from the Community at Large

Designee

When the partnership is a regional entity the partnership shall, when composing its board, have the flexibility to insure that all counties in the region have adequate representation. Board members appointing a designee must do so in writing. The written statement should be addressed to the board chair and include: a statement as to why the mandated member must appoint a designee; the name, title and contact information of the designee; and a brief summary of the designee's qualifications to serve in the place of the board member. Designees shall have the full authority of the person they represent in all matters that come before the board.

Conflict of Interest -Wilkes Community Partnership for Children expressly states that is has adopted the following policy in accordance with GS 143.6.1 and related legislation

Wilkes Community Partnership is aware that in the process of fund allocation by its management, employees, members of the board of directors and other governing body, instances may arise which have the appearance of a conflict of interest or appearance of impropriety. In order to avoid conflicts of interest or the appearance of impropriety, should instances arise where a conflict may be perceived, any individual who may benefit, directly or indirectly, from the entity's disbursement of funds, shall abstain from participating in any decisions or deliberation by the entity regarding the disbursement of funds. Wilkes Community Partnership recognizes the possibility that it may be the recipient of

funds that are allocated consistent with the purpose and goals of its programs. If such allocations are made, Wilkes Community Partnership will strive to ensure that funds are expended in such a manner that no individual will benefit, directly, or indirectly, from the expenditure of such funds in a manner inconsistent with its programs. Wilkes Community Partnership will not employ any person having such interest during the performance of this contract. Wilkes Community Partnership for Children shall notify NCPC in writing of any instances that might have the appearance of a conflict of interest.

All appointed Board members should avoid conflicts of interest and the appearance of impropriety. Should instances arise when a conflict may be perceived, any individual who may benefit directly or indirectly from the partnership's disbursement of funds shall abstain from participating in any decision or deliberations by the partnership regarding the disbursement of funds.

3. Officers of the Board.

(a) Chair. The Chair shall preside at all meetings of the Board and perform such other duties as may be directed by the Board. The Chair shall be elected at each annual meeting of the Board by the Board of Directors from among its members.

(b) Vice-Chair. The Board may elect from among its members a Vice-Chair who shall preside at all meetings of the Board when the Chair is absent.

4. Term.

(a) The ex officio members of the Board shall serve so long as they maintain the position from which their ex officio status derives.

(1) The elected members of the Board shall serve for three year terms. To determine the order in which the terms of elected members of the Board will expire, the elected members of the Board of Directors shall draw lots, which lots shall be numbered one through three (1-3). The elected members of the Board drawing lot 1 shall serve an original term of one years. The elected members of the Board drawing lot 2 shall serve an original term of two years. The elected members of the Board drawing lot 3 shall serve an original term of three years. At the expiration of each of these original terms, each elected member of the Board shall serve three year terms. Notwithstanding the foregoing, the Board of Directors may re-elect any elected director at the expiration of his/her then expiring term.

5. Compensation. Members of the Board shall receive reasonable travel and subsistence expenses. No further compensation shall be allowed to members of the Board with the exception of the President of the Corporation (as defined in Article VI, Section 2 of these Bylaws) and except pursuant to a contract as provided in Article XIII, Section 1 of these Bylaws.

6. Resignation. A Director may resign at any time by giving notice thereof in writing to the Chair. In the event of a resignation, a new director shall be appointed in the same manner in which the resigned director was appointed. The new director shall complete the term of the resigned director.

7. Committees.

(a) Executive Committee. The Executive Committee shall consist of the Chair, Vice-Chair, all officers of the Corporation, a parent who is a member of the Board, and two other members of the Board of Directors to be appointed by

the Chair and approved by the Board of Directors. No member of the Executive Committee shall have voting privileges unless he/she is a member of the Board of Directors. The Executive Committee shall have and may exercise all the authority of the Board in matters pertaining to the basic management of the Corporation between meetings of the Board, including specifically the allocation of administrative funds, except as limited by N.C.G.S. Section 55A-23.

Oral or written notice of the time, date, and place of Executive committee meetings shall be given by the Chair of the Board or the President of the Corporation to each member of the Executive Committee at least twenty-four (24) hours in advance of the meeting. The Executive committee shall have regularly scheduled monthly meetings. Special meetings of the Executive Committee may be called as necessary.

Fifty percent (50%) of the members of the Executive Committee who are members of the Board of Directors shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting.

(b) Other Board Committees. The Chair of the Board may establish any committees deemed necessary to carry out the work of the Corporation. The Chair shall appoint Board members to these committees, and the Chair shall designate Chairs for each committee. Committees serve in an advisory capacity to the Board.

ARTICLE VI

Officers of the Corporation

1. Officers. The officers of the Corporation shall be the President, a Vice President, a Secretary, a Treasurer, an Assistant Secretary and any other officers that the Board of Directors may designate. Individuals to serve in these capacities shall be designated by the Board of Directors and given powers and duties consistent with these Bylaws. Any two or more offices may be held by the same persons except the offices of President and Secretary; however, no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, by the Articles of Incorporation, or by the Bylaws to be executed, acknowledged, or verified by two or more officers.

2. Officers of the Corporation.
Refers to Executive Director

(a) President. The President shall have and exercise general charge and supervision of the affairs of the Corporation (including authority to hire and dismiss employees and to determine the compensation of employees other than officers), and shall perform such other duties and have such powers as the Board of Directors may assign.

(b) Committee chairs shall serve on the executive committee.

(c) Secretary. The board shall elect among its members a Secretary who shall preside at all meetings of the Board when the Chair and Vice Chair are absent and who with the assistance of the Corporation staff; shall be

responsible for keeping a accurate record of the proceedings and actions of the Board. The Secretary shall have the custody of the corporate seal and shall maintain a current record of all the persons who are Directors of the Corporation, showing their respective places of residence, and such book shall be open inspection as prescribed by law. Subject of the control of the Board of Directors, the Secretary shall in general perform all the duties incident to the office of Secretary.

(d) Treasurer- Council. The Board shall elect from among its members a Treasurer/Council who shall have the custody of all finds, Financial instruments, subject to such regulations as the Board of Directors may impose. The treasurer/Council shall be required to give bond for the faithful performances of his duties in such sum and with such sureties as the Board may require. The Treasurer/Council shall maintain fill and accurate books of account reflecting the transactions, assets, and obligations of the Corporation and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation.

3. Compensation. The Board of Directors shall fix the compensation of the Officers of the Corporation, and the President shall fix the compensation of all other employees of the Corporation.

4. Removal. Any officer of the Corporation may be removed from office upon two-thirds vote of the membership of the Board then in office at any regular or special meeting called for that purpose. Any Officer of the Corporation proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

5. Terms of Officers and Executive Committee Chair and Vice Chair. The terms of the Executive Committee members, Officers and Chair and Vice Chair shall be from the time of their election to the next annual meeting or until their successors are chosen.

ARTICLE VII

Meetings

1. Regular Meetings. The Board of Directors shall meet at such regular times and dates as designated by the Chair of the Board, through a written call of the majority of Board members, or upon resolution of the Board. The annual meeting at the Board shall be held each year in August or at such other time as the Board may fix, for the purpose of appointing directors and officers and for the transaction of other business.

Written notice of the time, date, and place of Board meetings shall be given by the Chair of the Board or the President of the Corporation to each member of the Board at least ten (10) days in advance of the meeting.

2. Place of Meetings. The meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place as the Chair of the Board of Directors may designate.

3. Special meetings. The times, dates, and places of special meetings of

the Board may be set at the call of the Chair, upon written call by the majority of Board members, or upon resolution of the Board. Notice shall be given by the usual means of communication at least ten (10) days prior to a special meeting, unless waived in writing by all members.

4. Attendance. Attendance by a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.
5. Notice of Intention to Attend; Attendance Required. Members of the Board shall be encouraged to notify the Executive Secretary of the Corporation of their inability to attend a lawfully scheduled meeting. In the event a member is absent from three consecutive meetings, the board may remove the member from the board.
6. Quorum. One-third (1/3) of the members of the Board shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting.
7. Parliamentary Rules. All meetings shall be conducted in an open, orderly, and fair manner: and Robert's Rules of Order, as revised, shall apply to all deliberations.
8. Manner of Acting. Except as otherwise provided by Law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

Any one or more or all of the Directors or members of a committee may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation in a meeting by means of a conference telephone or similar communications device shall be deemed presence in person at such meeting.

9. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of a committee of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office or all of the members of the committee of Directors and all of the Directors in office or all of the members of the Committee of Directors consent to such action in a writing setting forth the action taken. Such consent in writing shall be filed with the minutes of the proceedings of the Board or the committee and have the same force and effect as a vote of the Board of Directors or of the committee at a meeting, whether done before or after the action so taken.
10. Compliance with State requirements. So long as the Corporation receives funding from the State of North Carolina, it shall conduct its operations, including its meetings, in a manner comparable to Article 33C of Chapter 143 of the North Carolina General Statutes (the Open Meetings Law), and Chapter 132 of the North Carolina General Statutes (the Public Records Law).

ARTICLE VIII

Contracts, Checks, Deposits, and Funds

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances.

2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Such authority may be general or confined to specific instances

3. Checks and Drafts. All checks drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Funds. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation such as banks, trust companies, or other depositories as the Board may select, or as may be designated by any officer, officers, agent, or agents of the Corporation to whom the Board may delegate such power.

5. Acceptance of Gifts. The Board, or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

6. Audits. Annually, or on request of a majority of the Board, the accounts of the Corporation shall be reviewed and audited by a reputable certified public accountant, whose report shall be submitted to each member of the Board.

7. Bond. At the direction of the Board, any officer or employee of the Corporation shall be bonded. The Corporation shall pay the expense of procuring any such bond.

ARTICLE IX

Indemnification

Any person who at any time serves or has served as a member of the Board of Directors or officer of this Corporation, or in such capacity (as officer or director) at the request of the Corporation for any other corporation, whether for profit or nonprofit, shall have the right to be indeninified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity and (1,) reasonable payments made by him or her in satisfaction of any judgment, money decree, lien, penalty, or settlement for which he or she may have become liable in any such action, suit, or proceeding.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the Claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

ARTICLE X

Relations with Public Bodies

1. Grants and Appropriations. The Corporation contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public bodies of North Carolina. Expenditures by the Corporation of such grants or appropriations shall be made only for public purposes and only for the charitable purposes of the Corporation and according to law.

2. Report to Public Bodies. Annually within thirty (30) days after the annual audit or review required by Article VIII, Section 6 shall have been delivered to each member of the Board, the Chair shall transmit a copy of that annual audit to any public body of the State of North Carolina from which any grant or appropriation has been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the Corporation during that fiscal year and stating the Corporation's compliance, to the best of the knowledge of the Chair, with the provisions of this Article X.

3. Audit by State Auditor. So long as the Corporation receives funding from the State of North Carolina, the Corporation shall be subject to the audit and review by the State Auditor pursuant to Article SA of Chapter 147 of the North Carolina General Statutes.

ARTICLE XI

Fiscal Year

Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the first day of each July and end on the last day of June next ensuing.

ARTICLE XII

Prohibition Against Sharing in Corporate Earnings

No director, officer, employee or member of a committee of the Corporation, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the Corporation, but this shall not prevent the payment to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the Corporation

in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the Corporation. All directors of the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board, after satisfaction of the Corporation's liabilities, shall be transferred, conveyed, delivered, and paid over as provided in the Articles of Incorporation.

ARTICLE XIII

General Provisions

1. Limit of Use of Property and Funds to Purposes of the Corporation. No funds or property of the Corporation shall be devoted to or expended for any purpose or objective not stated in the Corporation's Articles of Incorporation, but all the Corporation's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the Corporation be used for personal benefit, by way of compensation, directly or indirectly, of these directors, with the exception of the President, who may be paid a salary set by the directors for services actually rendered.
2. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or any applicable law, a waiver thereof and writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
3. Amendments. These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, at any meeting of the Board of Directors, by a vote of a majority of the Directors in office, if at least ten days written notice is given of the intention to take such action at such meeting.

Attachment C

Page 12 of 12