

**BYLAWS OF THE
CONCERTED SERVICES, INC.**

ARTICLE I

NAME - LOCATION - DESCRIPTION

Section I:

The name of this corporation is Concerted Services, Inc., a nonprofit corporation incorporated under the laws of the State of Georgia.

The corporate office of Concerted Services, Inc. is located at 2100 Riverside Avenue, Waycross, Georgia 31501 in the county of Ware. An Area Administrative Office of Concerted Services, Inc. is located at 111 Medical Arts Drive, Reidsville, Georgia 30453, in the county of Tattnall.111111

The territory of Concerted Services, Inc. is the counties of Appling, Atkinson, Bacon, Brantley, Bulloch, Candler, Charlton, Clinch, Coffee, Effingham, Evans, Jeff Davis, Long, Pierce, Tattnall, Toombs, Ware and Wayne.

ARTICLE II

PURPOSE AND POLICY

Section I:

The general objective of the Corporation shall be to implement and coordinate the activities and programs as embodied in the Economic Opportunity Act of 1964, as amended, of the United States, and it shall have the power and authority to originate and carry out actions and projects necessary to so implement said act:

- a. To administer the programs selected and approved by the Board of Directors.
- b. To work with the target, the public, and the private sectors, in order to identify and eliminate poverty and its related problems.
- c. To make the community more responsive to the needs of people who are unable to help themselves.
- d. To develop and maintain a system of priorities which will effectively and efficiently carry out these programs.

ARTICLE III

EXECUTIVE BOARD

Section I:

The principle representative body of the corporation is the Executive Board which shall be comprised in accordance with the terms of this Article.

The basic membership of the Executive Board of the corporation shall number a maximum of twenty-one (21) representatives. Membership shall be comprised of representatives from Appling, Atkinson, Bacon, Brantley, Bulloch, Candler, Charlton, Clinch, Coffee, Effingham, Evans, Jeff Davis, Long, Pierce, Tattnall, Toombs, Ware, and Wayne counties. Each county shall have a minimum of one representative and Bulloch, Coffee, and Ware counties, a maximum of two representatives. If reasonable efforts to secure those willing to serve in a particular county are unsuccessful the minimum requirement shall be waived by the Executive Director and Board Chair for the particular county until such time that a willing representative is secured.

Section II:

The Board, at its discretion, shall allow membership on the Executive Board from the corporation's Head Start Policy Council to consist of no more than one (1) representative. The representative shall be the chairperson and shall serve as an ex officio non-voting member, aside from the basic Board membership of 21 representatives, and shall not be included in the determination of a quorum.

Section III:

CONFLICT OF INTEREST

Persons having substantial financial interest in this agency and its programs may not serve as Board members. Situations involving a possible conflict of interest will be resolved by the Executive Board.

Members of the Executive Board and their immediate family (spouse, children, parents and siblings) are not eligible to work for the agency.

If members of the Executive Board marry or become members of the same household with employees of the agency, one or the other must resign.

Members of the Executive Board, members of any policy-making body of this agency, employees of this agency, delegate agencies, and members of employees' immediate family, are prohibited from accepting gifts, money, and gratuities:

- a. From persons receiving benefits or services under any program financially assisted by the Corporation;

- b. From any person or agency performing services under contract; or
- c. From persons who are otherwise in a position to benefit from the actions of any employee or board member.

ARTICLE IV

MEMBERSHIP OF EXECUTIVE BOARD

Section I:

BOARD REPRESENTATION

- a. Public Sector - One-third (1/3) of the total membership of the Board shall be comprised of the public officials of political subdivision or their duly appointed representatives, subject to approval by the Board.
- b. Target Sector - At least one-third (1/3) of the total membership of the Board shall be comprised of representatives of low-income individuals and families. Such representatives need not be low-income themselves, but will be democratically chosen in a manner to ensure that they represent low-income and be subject to approval by the Board. See Section III: Target Sector Selection Process
- c. Private Sector - The remaining seats of the Board shall be comprised of officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served, and be subject to approval by the Board.

Section II:

SEATING

- a. Composition – The total composition of the Executive Board shall be at least eighteen (18) and no more than twenty-one (21) representatives.
- b. Representation - Each county may have at least one (1) representative. The counties of Bulloch, Coffee, and Ware may have at least two (2) representatives because these counties have the largest target population.

Individuals and organizations seeking representation on the Agency Executive Board shall be notified in writing of their selection and invited to serve or to send a representative to serve on the Board. The individual representative shall be a member of the group which he/she represents, and be subject to approval by the Board.

- c. Head Start Board Composition Requirements:
 - 1. At least one board member shall have a background and expertise in fiscal

management or accounting.

2. At least one board member shall have a background and expertise in early childhood education and development.
3. At least one board member shall be a licensed attorney familiar with issues that come before the executive board.

However, if a person described in any one of the three preceding sentences is not available to serve as a board member, the board shall use a consultant, or another individual with relevant expertise with the required qualifications, who shall work directly with the board.

Other board members shall reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and be selected for their expertise in education, business administration, or community affairs.

- d. Term – Each member shall serve for a three-year term (3), or until he or she sooner dies, resigns, is removed, or becomes disqualified. Members may serve consecutive terms.
- e. Exclusions - Groups or individuals whose primary activities are the promotion of a particular race, nationality, sex, or religion shall not be represented on the Board.
- f. Residence - Members of the Board who are selected to represent a specific county must reside within the county in which they represent.
- g. Vacancies - Vacancies shall be filled in the same manner and by the same body which originally sent the representative to that seat. Vacancies must be filled within ninety (90) days. Such representative will serve for the remainder of the unexpired term.

Section III:

TARGET SECTOR SELECTION PROCESS

- a. In the event a Target Sector vacancy occurs, the Executive Director shall coordinate a meeting with the Head Start parent group and/or the participating Senior Center group, representing the county of which the vacancy occurred, and seek nominations from those groups.
- b. All nominations shall be vetted to ensure they uphold the standards befitting an Agency Board Member and to ensure the nominees can comply with the responsibilities of an Agency Board Member.
- c. Qualified nominees shall be included on a ballot and election will be advertised in the local Head Start and/or Senior Center. The election will be held for one (1) full day and the ballots counted within 24 hours.

- d. In the event of a tie, a runoff election will be held within 72 business hours.
- e. The Executive Director shall meet with the winning candidate, prior to the official announcement, to further ensure the candidate understands and can comply with the expectations of the role.
- f. The winning candidate shall then be presented to the full Governing Board for approval and seating, at the next most feasible Board Meeting.
- g. Following approval of the Executive Board, the new member shall be announced to the local Head Start and/or Senior Center, to the local government and to the public through the local newspaper

ARTICLE V

AREA BOARD PETITIONING PROCEDURE

Section I:

Procedures for Board Petitioning are as follows:

- a. Any individual or group (except those excluded according to Article IV, Section II d. which feels itself inadequately represented on the Executive Board may petition for representation, to the Executive Board.
- b. Petitions by groups must be signed by the Chairperson of the petitioning group and such action must be approved by fifty percent (50%) of the bonafide members of that group.
- c. A written statement of the Executive Board's action on such petitions shall be forwarded to the petitioning group or individual within thirty (30) calendar days.

ARTICLE VI

MEETING OF EXECUTIVE BOARD

Section I:

MEETINGS

- a. The annual meeting of the Executive Board shall be held in November of each year, unless a time is otherwise agreed upon by a majority of the Board.
- b. Regular bi-monthly meetings shall be held during the month of January, March, May, July, September, and November at a time designated by the Board.
- c. Special meetings, including conference calls, of the Board may be called by the Chairperson of the Board. In the event that the Chairperson is incapacitated, the Vice-Chairperson may call a meeting.

- d. Notification of such special meetings shall be made, in writing, stating the place, date, time and agenda to all members of the Board not later than three (3) days prior to date of meeting. In any event, notification requirement is waived three (3) days immediately following such meetings if there are no formal objections.
- e. Approved minutes of the regular, called and special meetings of the Board and all of its committees will reflect the business of the meetings. The minutes will be filed officially in the Central Office of the corporation and may be viewed at any time during regular business hours.
- f. Board meetings will comply with Georgia Open Meeting Laws.

Section II:

The presence of fifty-one percent (51%) of the members of the Board at any meeting thereof shall constitute a quorum and any act of simple majority of the members at a meeting at which a quorum is present, shall constitute an act of the Board.

Section III:

Meetings of the Board may be opened or adjourned at the discretion of the Chairperson. All meetings are opened as required by the Sunshine Law. Executive Sessions may be called as necessary and as deemed lawfully appropriate.

Section IV:

Meetings of the Board shall be conducted according to *The Modern Rules of Order*.

Section V:

Procedures for voting are as follows:

- a. Secret ballots may be used in voting on motions when supported by a majority vote of a quorum.
- b. Each member of the Board shall be entitled to one vote. No member may vote by proxy.

Section VI:

EXTRACTION OF BOARD MEMBERS

- a. **For Cause:** Any member of the Board may be removed from membership for conduct deemed to be detrimental to the Agency, its goals and objectives. Removal for cause must be supported by three-fifths (3/5) of the membership at a meeting in which a quorum is present.

- b. Attendance: Any member of the Board who, without just cause, as determined by the Chairperson, is absent from three (3) consecutive regular scheduled meetings of the Board may be removed from the Board.

ARTICLE VII

OFFICERS OF THE AGENCY EXECUTIVE BOARD

Section I:

The officers of the corporation shall be the Chairperson, Vice Chairperson, Secretary, and Treasurer of the Executive Board.

Section II:

Duties of the Officers of the Agency Executive Board are as follows:

CHAIRPERSON OF THE AGENCY EXECUTIVE BOARD: The Chairperson shall be the principle representative of the Board and, subject to the control of the Board, shall, in general, supervise all of the business and affairs of the Board. When present, he/she shall preside at all meetings of the Board. He/she may sign, with the Secretary or any other designated individual authorized by the Board, any Contract, Agreement or other document that the Board has authorized.

He/she shall, in general, perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

1. Complete Annual Performance Evaluation of the Executive Director.
2. Annually review salary of the Executive Director and make recommendations of adjustments to the Executive Committee.

VICE CHAIRPERSON: The Vice Chairperson shall perform all duties of the Chairperson of the Board in the absence of the Chairperson. He/she may perform such other duties as may be assigned by the Board.

SECRETARY: The Secretary shall (a) keep the minutes of the Board, (b) see that all notices are duly given in accordance with the provisions of these Bylaws, (c) be custodian of the records of the Board, and (d) in general, perform other duties pursuant to the office.

TREASURER: The Treasurer shall serve as the chairperson of the Finance/Audit Committee and provide overall leadership in Agency fiscal matters. The treasurer shall have a financial background.

Section III:

All officers of the Board shall be elected every three (3) years and may succeed him/herself in office unless prohibited in Article IV.

Election of Officers:

- a. At the regularly scheduled September meeting of the Board every three years, a committee composed of three (3) Board members shall be appointed by the Chairperson for the purpose of serving as a Nominating Committee. The Nominating Committee shall have one (1) representative from each of the three (3) Board sectors provided for in Article IV.
- b. At the regularly scheduled November annual meeting of the Board every three years, the Nominating Committee shall present its slate to the Chairperson. Additional nominations may be received from the floor. Prior consent of all nominees shall be required.
- c. In the event there is more than one nomination for an office, elections shall be by secret ballot. The votes shall be tabulated immediately and the results announced to the Board. The elected officers will begin duty at the January meeting.

Section IV:

Any vacancy shall be filled by the Chairperson of the Executive Board through appointment. Vacancies shall be filled within sixty (60) days. The appointed officer will serve for the remainder of the unexpired term.

Section V:

No member of the Executive Board shall receive compensation for duties performed in the exercise of his/her office.

ARTICLE VIII

**RESOLUTION OF IMPASSE
BETWEEN THE EXECUTIVE BOARD AND
OTHER BOARD COUNCILS AND COMMITTEES**

If there is an impasse between the Governing Board and the Policy Council, there must be written notification of why one party does not accept the other's decision in a matter. A meeting to attempt to resolve the dispute shall be held promptly with the Chairperson of the Executive Board, the Policy Council Chairperson, the Executive Director and Head Start Director, and Executive Board member appointed by the Chairperson, and two Policy Council members appointed by the Chairperson. If a resolution is reached by these members, it will be presented for approval to both the full Board of Directors and the full Policy Council. If no resolution is reached within two weeks, or if when the resolution is presented to the full Board of Directors and the full Policy Council, it is not approved, then the

Governing Board and Policy Council must select a mutually agreeable third party mediator. The two parties will participate in a formal process of mediation that leads to a resolution of the disagreement.

If an impasse still results after this process, The Chairman of the Executive Board and the Chairman of the affected council, committee or board will mutually appoint an arbitrator to solve the impasse. The person shall be an attorney in private practice licensed to practice in the State of Georgia. The fees for the attorney will be divided equally between the Agency and the affected grant. This impasse must be resolved within thirty (30) calendar days.

ARTICLE IX **COMMITTEES OF THE EXECUTIVE BOARD**

Section I:

The Chairperson of the Board will appoint such committees from the membership of the Board as he/she may deem requisite to the proper accomplishment of the purpose of the Board.

The Chairperson of the Board will be an ex officio member of all committees and shall only vote when it is necessary to break a tie vote.

Section II:

These committees shall conduct detailed analysis of the board business and make recommendations to the Executive Board, therefore reducing the workload of the Board. Any issues arising at a Board meeting and not being on the agenda may be referred to an appropriate committee by the Board Chairperson for resolution and a report to the Board. Ad Hoc Committees of the Board shall be appointed by the Board Chairperson as needed.

Section III:

MEMBERSHIP

All standing and special committees of the Board shall reflect the composition of the full Board.

Section IV:

STANDING COMMITTEES

1. **Executive Committee:** The Executive Committee shall consist of the officers of the Board and however many members at large selected by the Board membership to ensure the committee reflects the composition of the full Board. This committee shall be empowered to review and make recommendations relative to any and all legal matters affecting the corporation; evaluate the performance of the Executive

Director; and review conflicts of interest in conjunction with the Human Resources Committee. This committee has the authority of the full board between full board meetings and is required to report to the full board at the next meeting.

2. **Finance/Audit Committee:** The Board shall establish and maintain a Finance/Audit Committee. This committee shall assure that procedures are in place for the proper accountability of all financial and physical assets of the corporation. This committee will oversee the development and maintenance of a fiscal manual that will spell out fiscal procedures designed to govern the action of all employees of the corporation as it relates to expenditures of the corporation to include travel policies, bid procedures, employee compensation, inventory control, and any financial transactions affecting the corporation's fiscal well being. This committee shall review the annual audits of the corporation and recommend changes when appropriate. The Treasurer shall be the Chair of this committee.
3. **Human Resources Committee:** The Board shall establish and maintain a Human Resources Committee. The purpose of the Human Resources Committee is to monitor and review the following: the Human Resources' Policies and Procedures; recruitment and retention; talent management; employment law; diversity and inclusion; grievance hearings; and conflicts of interest in conjunction with the Executive Committee.
4. **Planning and Fundraising Committee:** The Board shall establish and maintain a Planning and Fundraising Committee. This committee shall be for the purpose of overseeing the development of an agency wide needs assessment and long range strategic plan in conjunction with the Program Committee; developing and implementing the fundraising plan; and identifying and soliciting funds from external sources of support in order to increase the agency's unrestricted fund balance.
5. **Program Committee:** The Board shall establish and maintain a Program Committee. This committee shall be for the purpose of overseeing the development of an agency wide needs assessment and long range strategic plan in conjunction with the Planning and Fundraising Committee; evaluating program effectiveness based on program contracts, performing periodical on-site monitoring of facilities; and ensuring that programs adhere to the agency's mission and vision statements.

Section V:

QUORUM AND ACT

The presence of a majority of currently seated members at any meeting shall constitute a quorum. A quorum is required to conduct official business of the corporation. Any act of simple majority of the members at a meeting at which a quorum is present shall constitute an act unless otherwise provided for in these Bylaws.

The Standing Committees shall meet as needed. Meetings shall be generally set prior to the bi-monthly meetings of the full Board. Special called meetings shall be called as necessary at other times. A Committee meeting will be conducted as for informational purposes only if a quorum is not met. The Committee can report out at the next Executive Board meeting and if a quorum is present, the Executive Board can formally adopt the Committee's report.

Each member of any Committee should be notified in writing or personally of the time, date, and location of such meetings at least three (3) days prior to the date the Committee will meet.

Members of a committee may participate in a meeting through use of conference telephone or electronic video screen communication.

ARTICLE X

POWERS OF THE EXECUTIVE BOARD

Section I:

The Executive Board shall be responsible for the planning, coordinating, evaluating and administration of Agency business.

In this regard, the Board shall have the power to receive and administer funds under the Federal, State, or Local assistance programs pursuant to the requirement of said programs.

Section II:

The Board shall have the power to transfer funds so received and to delegate powers to other agencies subject to its overall program responsibilities.

Section III:

The Board shall have the power to contract and carry out all acts necessary to complete the required functions of the Board.

Section IV:

The primary responsibility of the Board is to make policy for the corporation. In its policy-making role, the Board is responsible for identifying the needs of the community, establishing the long and short range goals of the corporation, formulating strategic plans, approving overall program plans and priorities, determining major personnel, fiscal, and program policies, approving proposals for financial assistance, assuring compliance with the conditions of financial assistance, and hiring and firing the Executive Director and delegating

to said Director such duties and responsibilities. No individual member of the Board shall have the authority to determine policy of this corporation by himself/herself or issue operating directives to the Executive Director.

Section V:

The Board may appoint officers who shall have such authority and may perform such duties as may be prescribed by the Board, which may include the execution of leases, contracts, and other obligations made and accepted and endorsed by the Board or the Executive Director. In all instances of executing such agreements, the Executive Director must also approve the agreement, although such approval may occur within a reasonable time after the agreement has been signed by the appointed officer. Unless specifically authorized by the Board, no officer, employee shall have any power to or authority to bind the agency by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or for any amount.

ARTICLE XI

AMENDMENTS OF THE BYLAWS

These Bylaws may be amended, altered or revised by a two-thirds (2/3) affirmative vote of the members of the next scheduled regular or special meeting of the Executive Board at which a quorum is present. All members shall be provided written notice of the proposed revision(s) at least seven (7) days in advance of the meeting.