

Constitution and By-Laws

KIDS Central, Inc.

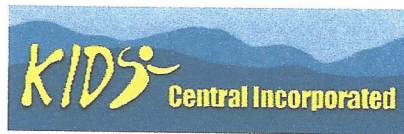
**A Corporation
of the**

Commonwealth of Virginia

**As Adopted By
The Board of Directors
of the Corporation**

June 16, 2004

Up-dated October 16, 2012



Mission, Vision and Values

KIDS Central, Inc. Mission Statement

To embrace our children, teach our children and to inspire our children.

KIDS Central, Inc. Vision Statement

We envision KIDS Central, Inc. as a leader in providing high quality community-based educational services to meet the needs of our children, families and community.

KIDS Central, Inc. Values Statement

Service - We are committed to the highest standards of quality in our programs and operations. We promote courtesy, and dedication in our classrooms and administrative community.

Integrity - We will maintain loyalty to our Mission and the highest standards of ethical and professional character within a supportive work community. We work honorably and justly in all pursuits.

Innovation - We provide leadership in the development of solutions to address problems for children and their families; and encourage creative visionary ideas from our staff, volunteers, and our community.

Respect - We will maintain respect for the worth and dignity of all persons with whom we work and serve.

Diversity - We will maintain employment policies and provide services that promote cultural diversity, inclusion, and that capitalize on the strength of our program, while pursuing our mission.

Stewardship - We will be diligent, responsible stewards of financial and human resources while maintaining resources to address the needs of our constituents.

Constitution and By-Laws

Preamble

The objectives of KIDS Central, Inc. (hereinafter referred to as the Corporation) are to operate exclusively for educational and charitable purposes to provide quality educational and social programs to eligible children and their families residing in Wise County, Dickenson County, and the City of Norton, Virginia. The Corporation shall have all those powers granted by its Charter and the Virginia Non-Stock Corporation Act and shall provide all services without regard to race, color, creed, sex, sexual orientation, religion or national origin.

INDEX

ARTICLE I:	NAME AND SEAL.....	1.
ARTICLE II:	PURPOSES.....	1.
ARTICLE III:	OFFICES.....	2.
ARTICLE IV:	MEMBERS.....	2.
ARTICLE V:	MEETING OF MEMBERS.....	3.
ARTICLE VI:	BOARD OF DIRECTORS - CONSTITUENCY.....	4.
ARTICLE VII:	POWERS OF THE BOARD OF DIRECTORS.....	6.
ARTICLE VIII:	OFFICERS OF THE CORPORATION.....	8.
ARTICLE IX:	STAFF.....	9.
ARTICLE X:	FISCAL YEAR.....	9.
ARTICLE XI:	WAIVER OF NOTICE.....	9.
ARTICLE XII:	STANDING COMMITTEES OF THE BOARD.....	10.
ARTICLE XIII:	AMENDMENTS.....	12.
ARTICLE XIV:	RULES AND PROCEDURES.....	13.
ARTICLE XV:	GENERAL PROVISIONS.....	13.

ARTICLE I: NAME AND SEAL

Section 1: The name of the corporation is KIDS Central, Incorporated

- a. KIDS Central, Inc.
- b. KIDS Central

Section 2: The seal of the corporation shall have inscribed thereon "Corporate Seal," the name of the corporation and the words "Incorporated 2004".

ARTICLE II: PURPOSES

Section 1. The purposes of the corporation shall be:

- a. To aid children and families in Wise and Dickenson counties, and the City of Norton geographic areas with programs that will ensure they have a head start on their educational and social requirements for the future;
- b. To assist these children in their emotional and character development through use of specified programs and services contracted, purchased, or developed and utilized by the corporation;
- c. To provide on-going training and supportive services to staff members who are responsible for teaching and caring for these children;
- d. To provide selected special services to the families of these children as required;
- e. To join with other organizations providing human services to such children and their families in creating a climate of optimal human growth and development through common education, socialization, recreational and cultural programs and activities;
- f. To receive, invest and disburse funds and to hold and to manage property for the purposes of the corporation.

ARTICLE III: OFFICES

Section 1: The principal offices of the corporation shall be located at 5345 Esserville Road, Norton Virginia, or in such other places as the Board of Directors may from time to time designate.

Section 2: The corporation may have such other offices as the Board of Directors may from time to time designate.

ARTICLE IV: MEMBERS

Section 1: The members of the board of directors of the corporation shall be divided into three classes; corporate members, associate members and honorary members.

Section 2: Any person living within the geographic boundaries which is the same as those of the service area are eligible to serve on the Board of Directors upon nomination and election by a majority of the Board of Directors present at the meeting in which the nomination occurs.

Section 3: A member of the Board of Directors may be suspended or expelled by the Board of Directors at any time for reasons, including but not limited to, attendance, conflicts of interest, matters of character or for any cause that the Board of Directors may consider sufficient to require such action. No present or past employees of the Corporation shall serve on the Board of Directors.

Section 4: Each member, corporate, associate and honorary, shall be entitled to notice of each meeting of members at least one (1) week in advance of the meeting.

Section 5: Corporate members shall have the right to one vote on each matter submitted at each meeting.

ARTICLE V: MEETING OF MEMBERS

Section 1: There shall be an Annual Meeting of members which shall be held within the first three (3) weeks of June of each fiscal year at such place as the Board of Directors shall from time to time designate. The meeting will be announced as the "Annual KIDS Central, Inc. Board of Directors Awards and Installation Meeting". At this meeting the board of directors will elect a slate of officers for the coming year and will induct new members to serve as board members. The board will instruct the staff to prepare a list of awards to be presented to various members and to the public for support of the mission of the corporation.

Section 2: Special meetings of members may be called by the Board of Directors or by the Board President and shall be called upon written request of any fifteen percent (15%) of the corporate members. Special meetings shall be held in the city in which the principal office of the corporation shall be located at the time notices of the meeting are mailed or at such other place as the Board of Directors or the President of the Board, whichever shall be calling the meeting, may designate for the particular meeting.

Section 3: Only such business as shall have been indicated in the notice of a special meeting shall be transacted at such meeting.

Section 4: Notices of the Annual Meeting shall be mailed at the place in which the principal office of the corporation is located at least thirty (30) days prior to the date fixed for such meetings and notices of a special meeting at least five (5) days prior to the date fixed for such special meetings.

Section 5: Thirty percent (30%) or more of the duly elected and installed corporate members, in good standing, attending any one meeting shall constitute a quorum for the transaction of business.

Section 6: Regular meetings of the Board shall be the third Tuesday of each month at such a time and place as the Directors may determine. Regular meetings shall be held to transact any business of the Corporation as may properly be brought before the meeting.

ARTICLE VI: BOARD OF DIRECTORS - CONSTITUENCY

Section 1: The corporation shall be managed by a Board of Directors ("Board of Directors" or "Board") constituted as follows:

- a. President of the Board of Directors
- b. Vice-President of the Board of Directors
- c. Secretary of the Board of Directors
- d. Treasurer of the Board of Directors
- e. Chairperson - Board Development Committee
- f. Chairperson - Financial Development Committee
- g. Chairperson - Personnel Development Committee
- h. Chairperson - Program Development Committee
- I. Chairperson - Facilities Development Committee
- j. Chairperson - Public Relations/Image Development Committee
- k. Chairperson - Strategic Planning Committee
- l. Up to Twenty-four (24) At Large Directors

Section 2: The Directors shall be elected as follows:

- a. At-Large Directors shall be elected, by a majority vote of all corporate members. The number of At-Large Directors is to serve until the next Annual Meeting when they can be placed in nomination for another term or rotate off the board. All members are eligible to serve unlimited terms as long as the board of directors votes on

returning members at their annual meeting. The nomination committee of the Board Development Committee will offer a slate of officers and returning members for vote by the corporate board.

- b. Members of the corporation may, not later than thirty (30) days prior to the Annual Meeting, submit additional nominations for At-Large Directors which shall be included in any slate presented for election at the Annual Meeting.
- c. At any time during the year people may be nominated to fill vacancies which might occur for a variety of reasons? If a person is elected to the Board in, for example, February he/she must be resubmitted in May for inclusion on the slate being presented in June at the Annual Meeting.
- d. All individuals nominated for positions as At-Large Directors shall indicate their ability and willingness to serve, in writing, in the manner prescribed to the Corporate Board of Directors.
- e. The officers of the corporation are to be chosen by members of the Board of Directors. The nominating committee of the board development committee is responsible for ensuring there is a qualified slate of officers for presentation at the Annual Meeting. The members are to be chosen from members of the board and shall serve at the will of the board.

ARTICLE VII: POWERS OF THE BOARD OF DIRECTORS

Section 1: In addition to the powers vested in the Board of Directors by law and by other provisions of this Constitution and By-Laws, the Board of Directors shall have the following powers:

- a. To elect an Executive Committee of up to eleven (11) committee members and to delegate to the Executive Committee, in addition to the powers set forth in this Constitution and By-Laws, such powers of the Board of Directors while the Board of Directors is not in session as the Board of Directors may deem desirable, including the power generally to delegate to the Executive Committee all of the powers of the Board of Directors, except the power to amend this Constitution and By-Laws. Subject to the requirement that the members of the Executive Committee must be selected from members of the Board of Directors, the Executive Committee shall include the President, Vice-President, Secretary, Treasurer, and all seven (7) standing committee chairs.
- b. The President of the Board may require any member or members of the Executive Committee to rescues himself or herself from discussion or voting, or both, on any matter as to which the President of the Board, in his or her discretion, determines a potential conflict of interest may be involved.
- c. The Executive Committee shall cause minutes of its proceedings to be kept, which shall be submitted to the full Board of Directors before or at the first meeting of the Board of Directors following a meeting of the Executive Committee. The Board of Directors may discharge the Executive Committee at any time and all actions taken by the Executive Committee may be altered or amended by the Board of Directors, provided that such alteration or amendment shall not affect acts performed pursuant to such action by the Executive Committee prior to such alteration and amendment.
- d. To appoint such other committees, as well as the members of any Standing Committees existing, with such powers and duties as it may from time to time deem necessary. The Chairs of such committees shall be selected only from among the members of the Board of Directors.

Such other committees shall consist of at least three (3) or more Directors and such other persons as the President of the Board may designate, unless the Board directs otherwise, including persons from within or outside the KIDS Central, Inc. community.

- e. To require of the President such reports of corporate operations as it may require for its deliberations, including, but not limited to, an Annual Report of Operations for the preceding fiscal year which shall include a report of the corporation's independent public accountants for such year of financial matters in conformance with accepted accounting standards.
- f. To elect any number of Honorary and Advisory members of the Board, from among prominent and successful persons, who exemplify concern for and service to the children and families within our service area, who shall be given notice of the meetings of the Board and may attend such meetings without vote.
- g. To appoint or authorize the President of the Board to appoint from time to time one or more boards or committees within the corporation (in addition to those elsewhere authorized in this Constitution and By-Laws) which shall act solely for the purpose of fund raising and other promotional activities, and which shall not have any power of governance or participate in the management of the business and affairs of the corporation. The existence of any such board or committee may be terminated at any time by the Board of Directors or the President if so authorized by the Board of Directors. The name, members, functions and organization of any such board or committee shall be as directed by the Board of Directors or by the President if the Board of Directors so authorizes.

Section 2: To the maximum extent permitted by applicable law, a Director of the corporation shall not be personally liable for monetary damages as such of any action taken, or failure to take any action, unless the director has breached or failed to perform the duties of his or her office under applicable law, and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

ARTICLE VIII: OFFICERS OF THE CORPORATION

Section 1: The officers of the Corporation shall consist of a President of the Board a Vice-President, a Treasurer, and a Secretary and such other officers as the Board from time to time may deem necessary. All Officers shall be elected at the Board's Annual Awards and Installation Meeting except where new Officer positions have been created or vacancies have occurred, in which event elections for such positions may take place at other Board meetings. The President shall be elected for a term of one year in duration. All other Officers shall be elected for one year terms and until their successors have been duly elected and qualified. Any Officer may be removed from office by the Board at any time.

- a. **President of the Board.** The President of the Board shall be chosen from the membership of the Board; shall preside at all meetings of the Board and the Executive Committee; shall be the Officer to who all other board members and chairs reports, and shall have whatever other powers and duties that are set forth in these By-Laws or determined by the Board.
- b. **Vice-President.** The Vice-President shall have the powers and duties designated by the Board or Executive Committee and shall act at the direction of and report to the President.
- c. **Treasurer.** The Treasurer, working directly with the corporation's Comptroller, shall have responsibility for maintaining the corporation's assets and the financial books and records of the corporation. The Treasurer shall act at the direction of and report to the President.
- d. **Secretary.** The Secretary shall ensure the minutes of meetings of the Board are taken and shall maintain the records of the corporation, other than those to be maintained by the Treasurer. The Secretary shall act at the direction of and report to the President. If the President shall so direct, the duty of keeping minutes of Membership, Board and Executive Committee meetings shall be assigned to the Secretary of the Meeting which shall relieve the Secretary of this duty. The Secretary may require the Secretary of the Meeting to submit the Minutes taken by such Secretary to him or her before submitting them to the Membership, the Board or the Executive Committee for approval.

ARTICLE IX: STAFF

Section 1: Executive Director. The Corporation shall hire a qualified Executive Director to run the day to day operations of the Corporation. The Executive Director shall be an ex-officio member of the Board and shall have powers as may be prescribed by the board. The Executive Director shall be deemed to be the Chief Executive Officer of the Board of Directors and the Corporation.

Section 2: The Board of Directors is responsible for the Organizational Chart of Employees for the corporation. The staffing pattern(s) for the Corporation may be changed from time to time to reflect the ever changing nature of the Corporation's purpose.

Section 3: Personnel Policies. The Board shall adopt and maintain a set of personnel policies governing staff. Employees shall have access to a copy of these policies upon beginning employment.

Section 4: The Board of Directors shall adopt an employee pay scale that fairly represents the wages and benefits offered by like businesses. The Board will ensure that a salary comparison study is conducted at least every three (3) years.

ARTICLE X: FISCAL YEAR

Section 1: The fiscal year of the corporation shall begin on the first day of June of each year and end on the last day of May of the following year.

ARTICLE XI: WAIVER OF NOTICE

Section 1: Any notice required to be given by law or by this Constitution and By-Laws may be waived by the person to whom such notice is required to be given. Such waiver shall be in writing and may be executed before or after the meeting for which the notice was required to be given.

ARTICLE XII: STANDING COMMITTEES OF THE BOARD

Section 1: A Standing Committee is one that has continuing existence so that it does not require reconstitution by the Board of Directors at each Annual Meeting of the Board. Any other Committee created by the Board of Directors shall expire at the next Annual Meeting of the Board after it is created, unless and until reconstituted by the Board.

Section 2: Standing Committees of KIDS Central, Inc. Board of Directors includes

a. Board Executive Committee

1. The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, Chairs of all the appointed Board Committees: Board Development, Financial Development, Manpower Development, Program Development, Facilities Development, Image Development, Strategic Planning Committee.

b. Board Development Committee - 3 members

1. Ensures that the board is at a manageable level for membership. Responsible for recruitment and orientation of new members.
2. Presents a slate of officers for service at the Annual Meeting and presents new members for service as at-large Board Members.

c. Financial Development Committee - 3 members

1. The Financial Development Committee shall be responsible for presentation of the annual budget and the fiduciary responsibilities of the organization.
2. The committee will work with the Parent Policy Committee to ensure proper accounting of all program funds.

d. Personnel Development Committee - 3 members

1. The Manpower Development Committee will act in concert with the Executive Director to ensure the staffing needs of the organization are met.
2. In the event the Board needs to engage a new

Executive Director to serve the organization the Personnel Development Committee will review resumes and applications and make recommendation to the Board a candidate or candidates for selection.

e. Program Development Committee - 3 members

1. The Program Development Committee will make timely recommendations to the Board concerning the scope and effectiveness of the overall program for the organization.
2. The Program Development Committee will complete a program audit annually to be presented at the Annual Meeting.

f. Facilities Development Committee - 3 members

1. The Facilities Development Committee shall make policy recommendations and advise the Board on matters concerning buildings, contracts, playgrounds, and equipment owned, leased or rented and operated by the corporation.
2. The Facilities Development Committee will conduct an insurance audit of all the liability, accident, theft, fire, worker's compensation and other insurance policies carried by KIDS Central, Inc.

g. Public Relations/Image Development Committee - 3 members

1. The Image Development Committee will work with the staff on all matters concerning publicity, marketing, and communications.

h. Strategic Planning Committee - 3 members

1. The Strategic Planning Committee will work to develop a plan for the organization which addresses all areas of need including finances, programs, facilities, manpower, resources, image and governance.

ARTICLE XIII: AMENDMENTS

Section 1: This Constitution and By-Laws may from time to time be amended by a two-thirds (2/3) vote of the Board of Directors present at any regular, special, or annual meeting of the Corporation provided that notice of such amendment is given in writing at least five (5) days prior to the meeting.

ARTICLE XIV: RULES AND PROCEDURES

Section 1: All meetings of the members of the corporation and the Board of Directors shall be conducted in accordance with Roberts Rules of Order, Revised.

ARTICLE XV: GENERAL PROVISIONS

Section 1: **Books and Records.** All books and records of the Corporation may be inspected by any Director or his/her agent or attorney for any proper purpose at any reasonable time.

Section 2: **Indemnity of Officers and Directors.** Each person now or hereafter, a Director or officer of the Corporation (and his/her heirs, executors, and administrators) shall be indemnified by the Corporation against all costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him/her in connection with or resulting from any action, suit, proceeding, or claim to which he/she is, or may be made, a party by reason of his/her being or having been a Director or officer of the Corporation (whether or not a Director or officer at the time such costs and expenses are incurred by, or imposed upon him/her, and whether or not the act or commission to act which is the basis of the suit, action, proceeding, or claim, occurred before or after the adoption of this Article of the By-Laws), except in relation to matters as to which he/she shall have been finally adjudged in such action, suit, or proceeding, to be liable for negligence or misconduct in the performance of his/her duties as such officer or Director. Such right of indemnification shall not be deemed exclusive or any rights to which he may be entitled under any other By-Law agreement, vote, or otherwise.