

**Bylaws of the  
Oklahoma Child Care Resource and Referral Association  
Amended  
Board Approved March 25, 2015**

**Article I  
Name and Location**

**Section 1. Name of Organization**

The name of the organization shall be the Oklahoma Child Care Resource and Referral Association.

**Section 2. Location of the Organization**

The principal offices of the Oklahoma Child Care Resource and Referral Association shall be in the state of Oklahoma at such location as may be determined by the Board of Directors of the Association.

**Article II  
Mission, and Vision**

**Section 1. Vision**

Oklahoma communities support the development and learning of all children.

**Section 2. Mission**

Our mission is to ensure all Oklahoma families have access to quality child care through community-based resource and referral services.

**Article III  
Regional Structure**

**Section 1. Structure**

- 1.1 There shall be geographic service delivery regions in the Oklahoma Child Care Resource and Referral Association. The counties included in each geographic service delivery region will be determined by a two-thirds (2/3) vote of the Board of Directors.
- 1.2 Regions may have a satellite office(s) to extend outreach services.

**Article IV**  
**Board of Directors**

**Section 1. Composition**

- 1.1 The Executive Director shall serve ex-officio.
- 1.2 The Board of Directors shall be composed of representatives of stakeholder groups including but not limited to: corporate, management, child care providers, philanthropic, fundraising, media, public relations, marketing, faith-based, legal, medical, higher education, public education, resource and referral agencies and technology.
- 1.3 No more than three representatives from resource and referral agencies shall serve as nonvoting directors.
- 1.4 The number of directors shall not exceed fifteen voting members and three nonvoting members.

**Section 2. Election**

- 2.1 Board members shall be nominated by the Board Governance Committee and elected by the Board.
- 2.2 Each year the regional Oklahoma Resource and Referral agencies shall recommend to the Board Governance Committee one representative to serve as a nonvoting Director. The Board Governance Committee shall then present that person as a nominee to the Board for election at the annual meeting. The Board shall elect no more than one representative of a resource and referral agency to serve as director each year, except as necessary to fill vacancies created by resignation or removal of Directors.
- 2.3 The Resource and Referral Director elected to serve a term beginning January, 2016 will serve in a nonvoting position. The two remaining Resource and Referral Directors shall remain voting members until such time as their current term expires in either December 2016 or December 2017. While still voting members of the board they shall be counted as part of the quorum. All resource and referral directors shall be nonvoting members effective January 1, 2018.
- 2.4 Recommendations for potential voting board members shall be submitted to the Board of Directors for consideration at least ten days prior to the board meeting at which they are to be elected
- 2.5 Elections will occur during the annual board meeting. Board members may be elected throughout the year to fill unexpired vacant terms.
- 2.6 Persons elected will take office effective January 1 of the following year.

**Section 3. Terms of Office**

- 3.1 Board Members shall be elected so that there are approximately three classes of equal size up for election or re-election.
- 3.2 Each year the election of a director who is a representative of a resource and referral agency shall be for a three-year term (see paragraph 2.2 above).
- 3.3 Board members shall serve no more than two consecutive three-year terms. Regardless of the number of consecutive terms any person shall have served as a director, such person shall be eligible to be a member of the Board when serving as an Officer until such time as the current term of elected office expires.

#### **Section 4. Officers**

- 4.1 The principal officers of the organization shall be the President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may designate. Officers shall be elected from among members of the board except that regional representatives serving as nonvoting members may not be elected to or serve in an officer's position.
- 4.2 The officers shall serve for terms of two years with a maximum of three successive terms of the same office.
- 4.3 The candidates for President, Vice President, Secretary, and Treasurer shall be nominated by the Board Governance Committee and elected by a majority vote of the Board at the annual meeting.
- 4.4 A Vice President shall be elected to a term commencing January 2014 and ending December, 2015. All subsequent Vice Presidents shall serve two year terms. A Secretary elected in December 2014, shall serve a one year term. All subsequent Secretaries shall serve two year terms. Two year terms for President and Treasurer will expire in even years and two year terms for Vice President and Secretary will expire in odd years.
- 4.5 A job description for all board positions is reviewed annually.
- 4.6 In the absence of the President, the Vice President shall preside over the board meeting. In the absence of the President and Vice President, the President or the Executive Director may appoint someone to preside over the board meeting.

#### **Section 5. Meetings**

- 5.1 The Board of Directors shall meet no less than quarterly at such locations as previously designated by the Board. The Board may meet more often depending upon available resources and needs.
- 5.2 The annual meeting shall be the last meeting of the year before the upcoming year. The annual meeting shall be held at a location and time determined by the Board. The

annual meeting shall be for the election of Board members and for whatever other business shall properly come before the meeting.

- 5.3 Special meetings must be called by the President of the Board or by a decision of the Board or shall be called by the President upon written request by three (3) regular voting members of the Board.
- 5.4 Notice of meetings shall be mailed or sent by electronic communication and receipt there of confirmed to each Board member at the member's last recorded address at least seven (7) days in advance, with a statement of time and place and information to be considered.

## **Section 6. Quorum**

- 6.1 A duly constituted quorum of the Board of Directors shall be one half (1/2) plus one of all duly elected voting members of the Board.

## **Section 7. Rules of Order**

- 7.1 Unless otherwise provided for in these Bylaws, the parliamentary authority of this organization shall be Robert's Rules of Order, as may be revised. The order of business may be altered or suspended at any meeting by a majority of votes cast by members present.

## **Section 8. Manner of Acting**

- 8.1 Participation by electronic communications at a regularly scheduled meeting of the Board of Directors shall constitute an act of the Board provided there is a quorum. The Board of Directors may participate in a meeting by any means through which such person, or other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting.
- 8.2 In the case of a proposed amendment to the bylaws, pursuant to Article VII, Section 2, or in the case of an emergency, voting may be conducted by electronic mail, with results included in the minutes of the Board meeting following the date of such vote. "Emergency" as used in this section means a situation involving potential financial loss or actual non-compliance with contracts to which Oklahoma Child Care Resource and Referral is a party, where time requirements for consideration of an annual or a regular or special meeting would increase the likelihood of financial loss or contract non-compliance, or other emergent circumstances as determined at the board's sole discretion.

## **Section 9. Governing Powers and Responsibilities**

- 9.1 The Board of Directors shall have all the authority and responsibilities necessary and appropriate for providing overall direction and financial and legal oversight of the administration of the organization. They may do all such acts and things as are not prohibited by law or by the Articles of Incorporation, or by the Bylaws or by resolution,

or policies of the voting membership. The Board of Directors may delegate any of its authority, which is not prohibited to be so delegated.

- 9.2 The Board of Directors shall be responsible for the development of governing policies.
- 9.3 The Board of Directors shall be responsible for ensuring the governing policies approved by the Board are carried out and shall evaluate the effectiveness of the Oklahoma Child Care Resource and Referral Association in achieving its mission and goals.
- 9.4 The Board of Directors shall have the responsibility for the hiring, reviewing and terminating of the paid Executive Director. Such actions require a simple majority vote of the Board.

### **Section 10. Resignations, Vacancies and Removal**

- 10.1 A Board member may resign by notifying the President of the Board in writing 30 days prior to the effective date.
- 10.2 Any Board member may be removed from the Board, with or without cause, by a majority of the votes cast by the Board at a meeting at which a quorum is present.
- 10.3 The Board may fill a vacancy with the election of an individual nominated from the Board Governance Committee.
- 10.4 Board members who miss two unexcused meetings during a twelve (12) month period shall automatically vacate his or her position as director and/or officer.

### **Section 11. Executive Director**

- 11.1 The Board shall appoint an Executive Director to serve at the pleasure of the Board and to function as the Executive Director. The Executive Director shall be directly responsible to the Board.
- 11.2 All Board members, resource and referral directors and staff members shall review the performance of the Executive Director at least annually with results compiled by the President and presented to the full Board.
- 11.3 The Executive Director shall be responsible for hiring, managing, and terminating staff as s/he deems necessary in accordance with budget provision, and personnel policies authorized by the board.
- 11.4 The Executive Director shall serve as an ex officio member of the Board and ex officio member of all Board committees.

## **Article V** **Committees**

### **Section 1. Standing Committees**

- 1.1 The Board of Directors shall designate standing Committees, as it deems appropriate. Committees shall have such duties and responsibilities as the Board of Directors grants to it from time to time.
- 1.2 The President shall appoint Standing Committee members. Committee members need not be directors.
- 1.3 Resource Development Committee: To develop and implement a plan to obtain resources to support the State network and local resource and referral agencies. The job description for this committee includes development and implementation of an annual fund raising goal.
- 1.4 Board Governance Committee: To determine the composition of the board by identifying, recruiting, proposing, training, and evaluating board members. The job description for this committee includes the board member agreement, board member position description, board profile, identifying prospective members, board orientation, and continuing education for board members, and board member evaluation.
- 1.5 Finance Committee: To review the annual budget, fiscal procedures, annual audit and Form 990 and to recommend action on these items to the board of directors. The agency annual report is required to include income and expenditures for the fiscal year. Financial records of the organization are public information and shall be provided regularly to board members, and are available to the public upon request.

### **Section 2. Special Committees**

- 2.1 Establishment: The Board of Directors may create such other advisory, administrative or special function Committees as needed.
- 2.2 Chairpersons: The Committee Chairs need not be members of the Board of Directors but shall be approved by the Board by a simple majority vote.
- 2.3 Dissolution: Special Committees shall remain in existence as needed, or until disbanded by the Board of Directors, or until permanently established as a Standing Committee.

**Article VI**  
**Amendment of the By Laws**

**Section 1. Amendment Ratification**

- 1.1 An Amendment to the Bylaws may be initiated by a majority vote of the Board of Directors.

**Section 2. Amendment Procedure**

- 2.1 A proposed amendment must be sent to all members no less than 10 working days prior to the date of the meeting at which these amendments will be considered.
- 2.2 An amendment will pass with a majority affirmative vote of the Board.

**Article VII**  
**Indemnification**

The Association may, by resolution of the Board, provide for indemnification by the Association of any and all its directors and officers or former director and officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties or a party by reason of having been directors or officers or former director or officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct. The association may purchase insurance for such indemnification.