

**AMENDED BYLAWS OF THE
REDLANDS CHRISTIAN MIGRANT ASSOCIATION, INC.**

ARTICLE I NAME

The name of this corporation shall be:
REDLANDS CHRISTIAN MIGRANT ASSOCIATION, INC. (RCMA), a not-for-profit Florida Corporation.

ARTICLE II PURPOSE

RCMA opens doors to opportunities through quality child care and education from crib to high school and beyond.

Within the framework of this mission, RCMA will:

1. Provide quality child care.
2. Provide children and their families with support services.
3. Provide educational opportunities and improve the health and general welfare of children and their families.
4. Involve parents in the educational process and in public policy decisions affecting their children and families.
5. Increase public awareness of the lifestyle of migrant and seasonal farmworkers.
6. Provide opportunities and encourage the professional development of staff hired from the farmworker and other communities served.

ARTICLE III MEMBERSHIP

Membership of this Corporation (RCMA) shall consist of, and shall be limited to, all of the individuals who comprise the membership of its Board of Directors, who shall be selected without regard to race, creed, color, sex, language, religion, disability, age, national origin, marital status, sexual orientation or any other status protected by law other than to achieve a representation of all major segments of the population we serve.

There shall not be separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation. The number of the members of the corporation shall be up to and including forty-one (41) individuals who shall meet all of the requirements of membership described in the Bylaws. The Board of Directors can establish incidences of membership, including membership eligibility qualifications, methods of suspension or termination of membership and the method for reinstatement of members. In particular, the failure of any member to meet all of the membership requirements stated in a resolution or rules and regulations or policies and procedures duly adopted by the Board of Directors shall result in the termination of their membership or their suspension as prescribed by the Board of Directors. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income, of this corporation, nor shall any of the corporation's property or assets be distributed to any member upon its dissolution or winding up. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment beyond the financial contribution of members as prescribed by the Board of Directors from time to time. Membership in this corporation is non-transferable.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Membership of the Board of Directors

- (a) All corporate powers shall be vested in and exercised by and under the authority of, and the business affairs of the corporation shall be managed under, the direction of the Board of Directors. Each member must be at least 18 years of age and must be a member of the corporation who meets all of the membership requirements prescribed herein and in the resolutions, rules, regulations, policies and procedures duly adopted by the Board of Directors. The Board of Directors shall consist of not less than five (5) members and not more than forty-one (41) members. No decrease in the number of Directors in the future shall shorten the term of any Director within an office. Members of the RCMA Board of Directors must be committed to observing and promoting the highest standards of ethical conduct in the performance of their legal, fiscal and programmatic decision-making responsibilities and must pledge to accept the *Code of Ethics for RCMA Board Members* as a minimum guideline for ethical conduct.
- (b) Membership of the Board of Directors shall consist of up to forty-one (41) individuals, apportioned as follows:
 - 1. Up to twenty (20) individuals elected as Board members-at-large. Not less than one (1) member shall have a background and expertise in fiscal management or accounting; not less than one (1) member shall have a background and expertise in early childhood education and development; not less than one (1) member shall be a licensed attorney familiar with issues that come before the governing body. Additional members are selected for their expertise in education, business

administration, or community affairs.

2. Up to twenty-one (21) parent members, nine (9) of which are the officers of the two Policy Councils, and twelve (12) representing centers/programs from geographic areas in which RCMA operates. The Policy Councils represent our Head Start and Migrant and Seasonal Head Start programs as mandated by Head Start legislation.
3. Members of the Board of Directors shall not be employed, nor shall members of their immediate families be employed, by RCMA.
4. Members of the Board of Directors shall not have a financial conflict of interest with RCMA.
5. Ten (10) officers shall be elected from the members on the Board of Directors as described in Article IV, Section 3, paragraph (a) below.
6. Honorary members to the Board of Directors may be elected at the discretion of the Board of Directors. These Honorary members may participate at any Board of Directors meeting they choose to attend but they may not vote.
7. At the discretion of the President, member attendance by electronic media may be acceptable for a maximum of two (2) Board of Director meetings annually. Establishment of a quorum is by the members of the Board of Directors who are present at a meeting, either physically or to the extent allowed by law, electronically. A member who attends the meeting by electronic media can fully participate in the meeting, including participation in the voting on business items brought before the Board of Directors during the meeting.
8. Directors may be removed with or without cause upon a super majority (75%) vote of the members of the Board of Directors present at a Board of Directors meeting where a quorum is present. In particular, a member, who misses two consecutive regular Board meetings, or three regular Board meetings in any 12 month period, may be considered for removal by the Board of Directors at the discretion of the President. A member who is being considered for removal from the Board of Directors must be notified in writing of this potential action at least thirty (30) days prior to the meeting at which the action is scheduled. If a member is removed who is one of the officers or members-at-large, he or she will be replaced by a super majority (75%) vote of the remaining members of the Board of Directors who are present at a meeting of the Board of Directors where a quorum is present. If such member is a parent, the area the member represents will be asked to select a new member for replacement on the Board of Directors, subject to approval by a super majority (75%) vote of the remaining members of the Board of Director present at a meeting of the Board of Directors where a quorum is present. Upon the expiration of the term of a member of the

Board of Directors, his or her membership shall be filled by a super majority (75%) vote of the remaining members present at a meeting of the Board of Directors where a quorum is present. A member of the Board of Directors shall hold office until the expiration of his or her term as provided for herein or as provided by law, and until his or her successor has been duly elected and qualified or until his or her resignation or removal occurs. A member of the Board of Directors may resign at any time by giving written notice to the Board of Directors or to an officer of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the resignation by an appropriate corporate official as described above. Acceptance of such resignation shall not be necessary to make it effective. Newly created directorships or vacancies in the Board of Directors shall be filled by a super majority (75%) vote of the members of the Board of Directors present at a Board of Directors meeting where a quorum is present. The termination of a member of the Board of Directors shall constitute an automatic termination of said individual's membership in the corporation described in Article III.

Section 2. Duties of the Board of Directors

The Board of Directors shall exercise such duties and responsibilities as are prescribed by law, by the Articles of Incorporation, by these Bylaws, and by such other rules, regulations, policies and procedures as may be properly adopted by the Board of Directors from time to time, including but not limited to the following duties and responsibilities:

- (a) Elect up to twenty (20) members-at-large to the Board of Directors from a slate presented by the nominating committee, including nominations made from the floor. Elections shall be held every two (2) years, in even numbered calendar years, between September 1 and December 31.
- (b) Elect up to twelve (12) additional parent members to the Board of Directors representing centers/programs/schools and geographical areas in which RCMA operates. Elections shall be held every year between September 1 and January 31.
- (c) Establish statewide policies and procedures for all of the RCMA activities including, but not limited to, personnel, finance, fund raising, programming, and use of its properties.
- (d) Review results from all monitoring and self-assessments including appropriate follow-up activities.
- (e) Upon a super majority (75%) vote of the members of the Board of Directors present at a Board meeting where a quorum is present, select or dismiss the Executive Director of RCMA. The Executive Director of RCMA shall have the responsibility for the day-to-day operations of RCMA without interference by the Board of Directors or individual members.

- (f) Accept or reject recommendations of the Executive Director in matters relating to its several annual budgets, new areas of service in the state, additional programming in existing regions, and the establishment of programs or activities in new regions of the state.
- (g) Authorize the Executive Director and/or their designee to sign contracts annually for services to children and their families and structures related to those services.
- (h) Approve all other business contracts to which RCMA is to be a party. Annually establish maximum dollar amounts for business contracts/expenditures which may be negotiated and executed by the Executive Director and/or their designee without prior approval of the Board of Directors.
- (i) Approve the use of legal counsel, or authorize another course of action, as deemed necessary in conflicts involving possible legal action.
- (j) Designate, by super majority (75%) vote of the members of the Board of Directors present at a Board meeting where a quorum is present, those Board members and staff members who shall be signatories of RCMA bank checks drawing on all RCMA bank accounts.
- (k) Members-at-large on the Board of Directors shall serve as the School Board for schools established and will adhere to all requirements of Florida law relative to Charter School Governance.

Any official action by the Board of Directors to: amend the Articles of Incorporation; amend the Bylaws; elect Officers of the corporation; adopt or amend rules, regulations, policies, procedures of the corporation; remove a Director of the corporation; or fill a newly created directorship or fill a vacancy on the Board of Directors, shall require a super majority (75%) vote of approval of the members of the Board of Directors who are in attendance at the Board of Directors meeting where such matter is being considered and at which a quorum is present. Except where a super majority vote of approval by the Board of Directors is required as prescribed by law, or as described herein, or elsewhere in the Bylaws or Articles of Incorporation, all other actions shall require a simple majority vote of approval of the members of the Board of Directors present at a properly called Board of Directors meeting at which a quorum is present. Any action authorized by resolution, in writing, by all of the members of the Board of Directors entitled to vote thereon and filed with the minutes of the corporation shall be an act of the Board of Directors with the same force and effect as if same had been passed by a proper vote at a duly called meeting of the Board of Directors.

No member of the Board of Directors shall have any right, title, or interest in any of the property or assets, including any earnings on investment income, of this Corporation, nor shall any of the Corporation's property or assets be distributed to any member of the Board of Directors upon its dissolution or winding up. Except for a negligent act or intentional misconduct by a Director,

no Director of this Corporation shall be personally liable for any of the Corporation's debts, liabilities, or obligations, nor shall any Director be subject to any assessment or financial contribution beyond the financial contribution of Directors as prescribed by the Board of Directors from time to time. A Directorship in this Corporation is non-transferable.

Section 3. Officers of the Corporation

- (a) The Officers of the Corporation (RCMA) shall be:
 - President
 - Past-President
 - Six Vice-Presidents
 - Secretary
 - Treasurer
- (b) The President, the Vice-Presidents, the Secretary and the Treasurer shall be elected to two-year terms by a super majority (75%) vote of the members of the Board of Directors present and voting at a Board of Directors meeting designated in writing for this purpose at which a quorum is present. The office of Past-President shall be filled by the immediate Past-President of RCMA, if available, or any other Past-President of RCMA, if available at the selection of the Board of Directors. All candidates and officers must be current members of the Board of Directors.
- (c) Candidates for the positions of Vice-President shall be distributed as equitably as possible about the state in those areas where RCMA operates programs or plans to operate programs.
- (d) Vacancies occurring in any officer position shall be filled by a super majority (75%) vote of the members Board of Directors in attendance at any meeting of the Board of Directors in accordance with the provisions of these Bylaws. Persons thus elected shall serve the balance of that existing two-year term.
- (e) An officer may be removed with or without cause upon a super majority (75%) vote of the members of the Board of Directors present at a meeting of the Board of Directors where a quorum is present. If such an officer is a parent member of the Board of Directors, the area the officer represents will be asked to recommend a new officer for replacement. Upon the expiration of the term of an officer, his or her office shall be filled by a super majority (75%) vote of the members of the Board of Directors in attendance at a meeting of the Board of Directors where a quorum is present. An officer shall hold office until the expiration of his or her term as provided for herein or as provided by law, and until his or her successor has been duly elected and qualified or until his or her resignation or removal occurs. An officer may resign at any time by giving written notice to the Board of Directors or to another officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the

resignation by an appropriate corporate official as described above. Acceptance of such resignation shall not be necessary to make it effective. Newly created offices or vacancies in an officer's position shall be filled by a super majority (75%) vote of the members of the Board of Directors in attendance at a meeting of the Board of Directors where a quorum is present.

Section 4. Duties of the Officers

(a) The duties of the President shall be:

1. To call and preside at meetings of the Board of Directors.
2. To serve as ex-officio member on all committees and to perform such other duties as may be prescribed from time to time by the Board of Directors.
3. To serve as public spokesman for the Board of Directors.
4. To plan and prepare the agenda for each meeting.
5. To appoint the chairman and members of special committees.

(b) The duties of the Vice Presidents shall be:

1. To perform whatever duties may be delegated to them by the President of the Board of Directors.
2. The Vice-President who is senior in terms of service in that office shall perform duties of the President, in the event of the President's absence, resignation, or inability to perform his/her duties until he/she can resume those duties, or until such time as a new President is elected by the Board of Directors.

(c) The duties of the Secretary shall be:

1. To cause minutes of all meetings to be taken.
2. To keep records of the meeting minutes of all meetings and to keep all records and reports issued by the Board of Directors and the staff.
3. To receive, handle, and respond as directed by the President/Board of Directors to all correspondence to the Board of Directors.
4. To keep the corporate seal or designate its safe keeping appropriately.

(d) The duties of the Treasurer shall be:

1. To supervise the maintenance of all corporate funds and securities in a depository designated by the Board of Directors.
2. To keep, or cause to be kept, books of account and records of all financial transactions or other financial matters of the Corporation.
3. To disburse funds, or cause them to be disbursed, as ordered by the Board of Directors, and to present or cause to be presented to the Board of Directors an accounting of all financial transactions of the Corporation at each meeting except that the quarterly financial report will not be presented at the Board of Directors meeting to be held in March of each calendar year because a full calendar year quarter will not have elapsed since the last Board of Directors meeting in January of the same calendar year.

Section 5. Meetings

- a) Meetings shall be held at least four times annually, the place and dates to be determined by the Board of Directors. The annual meeting must be held in January of each year at a time and place designated by the Board of Directors. Notice of meetings shall be as required by law and will be posted at www.rcma.org.
- b) A meeting quorum of the Board of Directors, except for the School Board meetings, shall consist of at least fourteen (14) members who must be present at the meeting.
- c) A meeting quorum of the School Board shall consist of a simple majority of the then current members at large of the Board of Directors who must be present at the meeting.

The President may call a special meeting of the Board of Directors. The President shall call a special meeting within ten (10) days upon the written request of any five (5) members of the Board of Directors.

ARTICLE V COMMITTEES OF BOARD OF DIRECTORS

The Board of Directors may designate standing committees. Such committees shall have such authority as the Board of Directors may delegate except to the extent prohibited by law. In addition, the Board of Directors may establish special committees for any lawful purpose which have such powers as the Board of Directors may lawfully delegate. In particular, the Board of Directors shall have the following standing committees which shall be comprised of the named individuals: Executive Committee, Finance Committee, Head Start Committee, Charter School Committee and Nominating Committee.

Section 1. Executive Committee

- (a) Membership includes all officers designated in Article IV, Section 3, paragraph (a).
- (b) Duties and responsibilities:
 - 1. Upon the call of the President, the Executive Committee can take official corporate action to serve in lieu of action of the Board of Directors with all its powers on items that do not require a super majority vote of approval by the Board of Directors during interims between Board of Directors meetings, with one-half of the Executive Committee's membership plus one member being required to constitute a quorum.
 - 2. All actions of the Executive Committee must be ratified or not ratified at the next meeting of the Board of Directors.
 - 3. At the discretion of the President, matters of pressing concern that do not require a super majority vote of approval by the Board of Directors may be attended to by the Executive Committee via a telephone or other electronic media polling process that attempts to reach all members of the Executive Committee and succeeds in reaching at least two-thirds of its membership. A majority of those reached and voting can approve any matter at hand unless prohibited by law.

Section 2. Finance Committee

- (a) Membership appointed by President and Executive Committee.
- (b) Duties and responsibilities:
 - 1. Review and recommend to the Board of Directors the selection of an outside audit firm of the Corporation.
 - 2. Meet with the outside audit team prior to final draft of annual audit.
 - 3. Follow-up on management letter recommendations from the outside audit to assure proper actions.
 - 4. Review financial reports and other pertinent financial information prior to Board of Directors meetings and present a financial report to the full Board.
 - 5. Review completed IRS Form 990 prior to filing.

Section 3. Head Start Committee

- (a) Membership appointed by President to include three (3) members at large of the Board of Directors and all of the officers of each of the Policy Councils.
- (b) Duties and responsibilities:
 - 1. Promote full participation of the members of the Board of Directors in assuring active informed governance of the Head Start Program in the development, planning, and evaluation of the Head Start Program.
 - 2. Review and recommend appropriate action to the full Board of Directors on pertinent Head Start Program activities to ensure compliance with all Federal Laws and regulations including but not limited to:
 - (a) selecting delegate agencies and service areas;
 - (b) establishing procedures and criteria for recruitment, selection and enrollment of children;
 - (c) reviewing all applications for funding and amendments to applications for funding;
 - (d) establishing procedures and guidelines for accessing and collecting information described in Public Law 110-134 - "Improving Head Start for School Readiness Act of 2007" Section 642(d)(2).
 - (e) developing procedures for the selection of members of the Policy Councils.

Section 4. Charter School Committee

- (a) Membership appointed by President and the Executive Committee to include not less than four (4) nor more than ten (10) members from the members at large of the Board of Directors and must include no less than two (2) members from the Executive Committee. In addition, the committee chair can appoint non-voting advisory committee members who are not members of the Board of Directors where the involvement of the non-voting advisory members provides assistance to the committee.
- (b) Duties and responsibilities:
 - 1. To provide ongoing oversight and assistance to the management of the charter school(s) in a manner consistent with the expectations established under the charter school agreement(s) and the decisions of the RCMA School Board.

2. To review data and provide oversight of the implementation of the accountability requirements.

Section 5. Nominating Committee

- (a) Membership appointed by President.
- (b) Duties and responsibilities:
 1. To prepare slates for bi-annual elections of the membership-at-large Directors on the Board of Directors taking into account required qualifications and geographical representation.
 2. To approve the slates of parent member Directors that have been selected by the Policy Councils for the annual elections of parent members to the Board of Directors.
 3. To recommend persons to fill vacancies on the Board of Directors and among the officers which may occur between elections.

ARTICLE VI AUTHORIZED BOARD EXPENSES

The following are authorized expenses of any official RCMA activities in which members of the Board of Directors are involved.

1. Travel in own car; current mileage rate established by the State of Florida, round trip.
2. Air travel; cost of round-trip fare, lowest available fare.
3. Overnight stay; reasonable cost of accommodations and meals not to exceed rates allowed currently by the State of Florida for in-State travel. Rates will be determined as specified on the U.S. General Services Administration website www.gsa.gov/perdiem for out of state travel.
4. Accompanied by spouse; if member certifies that participation is not possible without being accompanied by spouse, those additional expenses not shared in common shall be allowed at rates indicated above.
5. Daytime loss of work to be reimbursed to parent members only at a rate established annually by the Policy Council and Policy Committee, and approved by the Board of Directors.

These expenses will be payable only upon application of participating members of the Board of Directors. Accommodation costs shall not be available to those members in whose immediate area the RCMA meeting or activity is being held.

ARTICLE VII AMENDMENTS OF BYLAWS

These Bylaws may be amended at any regular meeting of the Board of Directors by super majority (75%) vote of the Board members present at the Board of Directors meeting where a quorum is present, provided however, that all Board members have been provided written copies of the text of the proposed change or changes along with the current text that is to be changed. Said written copies must be provided to the Board members at least seven days in advance of the regular meeting at which the change is to be voted upon. These Bylaws may also be amended by mailed ballots, provided however, that all members are served ballots by mail that includes a ballot, the complete text of the proposed change or changes, and the complete text of the current text that is to be changed. Each voting member of the Board must sign his or her ballot and return same to RCMA.

Bylaws shall be reviewed annually to ensure they conform to funding source requirements and strategic goals of the organization.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 of each calendar year and end on June 30 of each calendar year.