

BYLAWS

OF

BUILDING BRIGHT FUTURES
STATE COUNCIL, INC.

(Adopted January 31, 2011)

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ARTICLE I

NAME AND PURPOSES

The name of the corporation and the purposes for which it is established shall be as set forth in its Articles of Incorporation. As specified in the Articles of Incorporation, the corporation has been organized to lessen the burdens of government and promote the charitable and education goals of the State of Vermont as specified in Vermont Act No. 104 (2009-2010 Biennial Session) (An Act Relating To The Building Bright Futures Council) (S.268) (enacted May 12, 2010) , as amended by Act No. 156 (2009-2010 Biennial Session) (appropriations act known as the “BIG BILL - Fiscal Year 2011”) (enacted June 3, 2010) (as amended, the Act”) (codified at 33 V.S.A. chapter 46), a copy of which, for convenience purposes, is attached to these Bylaws as Exhibit A.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors of the corporation (hereinafter sometimes the “Board”) shall constitute the “statewide council” or “council” referenced in 33 V.S.A. 4602(a), and the members of the Board shall constitute the “members” of the council referenced in the Act. The Board shall be responsible for the management of the business of the corporation and shall have all the powers and duties usually attendant thereto and may exercise all the powers of the corporation and do all such lawful acts and things as are authorized by the Articles of Incorporation, by these Bylaws, and by law.

Section 2. Composition. The Board shall consist of no less than 22 members but no more than 23 members, as determined from time to time in accordance with these Bylaws. The members of the Board shall consist of the following persons:

- (1) The Secretary of Human Services (or his or her designee);
- (2) The Secretary of Commerce and Community Development (or his or her designee);
- (3) The Commissioner of Education;
- (4) The Commissioner for Children and Families;
- (5) The Commissioner of Health;
- (6) The Commissioner of Mental Health;
- (7) The Head Start collaboration office director;
- (8) Two members of the House of Representatives, appointed by the Speaker of the House;
- (9) At least one but no more than two members of the Senate, appointed by the Senate Committee on Committees; and
- (10) 12 at-large members (the "At-Large Members") appointed by the Governor of the State of Vermont based on their commitment to early childhood well-being and representing a range of perspectives and geographic diversity. The Governor shall consider the recommendations of the Nominating Committee of the Board. One of the At-Large members shall be a representative of a local Head Start program, and one shall be a member of a school board, to be recommended by the Vermont School Boards Association.

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The persons described in clauses (1)-(7) above shall be referred to collectively as the “Designated Members.” The persons described in clauses (8) and (9) above shall be referred to as the “Appointed Members. The Designated Members and the Appointed Members shall be referred to collectively as the “Designated/Appointed Members.”

Section 3. Co-Chairs. The operation of the Board shall be managed by two Co-Chairs, one of whom shall be selected by Designated/Appointed Members and one of whom shall be selected by the At-Large Members. The Co-Chairs shall be responsible for (i) planning and presiding over Board meetings, (ii) organizing the business of the Board, (iii) serving as principal liaisons between the Board and the Executive Director, (iv) maintaining positive and productive relationships with members of the community (including the media and other charitable organizations), (v) serving as spokespersons of the Board (including representing the corporation to the media and representing the corporation on governmental or nongovernmental organizations and committees), (vi) appointing members of the Board to committees of the Board, (vii) ensuring that periodic performance reviews of the Executive Director are conducted, and (viii) participating in the hiring and evaluation of the Executive Director.

Section 4. Compensation. For Board meetings held when the General Assembly of the State of Vermont is not in session, the Appointed Members of the Board shall be entitled to per diem compensation and reimbursement of expenses in accordance with section 406 of Title 2. Members of the Board who are not state employees or whose participation is not supported through their employment or association may be entitled to compensation and reimbursement for expenses for attending meetings of the council under section 1010 of Title 32 to the extent funds are available.

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Section 5. Terms. The terms of The Board members shall be as follows:

(a) Each of the At-Large Members shall be appointed for a three-year term and may be re-elected for a maximum of one successive term.

(b) Each of the Designated Members shall be ex-officio members of the Board and shall serve only for the period that is coextensive with the office or position held.

(c) Each of the Appointed Members shall serve for a three-year term and may be re-elected for a maximum of one successive term.

Section 6. Resignation; Removal.

(a) Resignation. An At-Large Member may resign at any time by giving notice thereof in writing to the Co-Chairs. In the event of such a resignation, a new At-Large Member shall be appointed by the At-Large Members then in office, who shall endeavor to fill the vacancy with an individual representing a perspective or geographic area not currently represented on the Board.

(b) Removal. A Designated Member or Appointed Member may be removed only in accordance with the Vermont Nonprofit Corporation Act. An At-Large Member may be removed upon a two-thirds vote of the At-Large Members then in office (with the subject director not voting) at any regular or special meeting called for that purpose.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. Location. Meetings of the Board, annual, regular, or special, may be held within or without the State of Vermont. Annual, regular or any other meeting of the directors may be conducted by means of any mechanism authorized by the Vermont Nonprofit Corporation Act (now in effect or as hereafter amended), including but not limited to video-conferencing, telephone conference call, or other means by which directors may deliberate.

Section 2. Regular Meetings. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board (with no less than 30 days between the Board's determination and the first such regular meeting); *provided, however,* that the Board shall meet at least once a year for the "annual meeting" during the month of December or such other month as the Board shall decide. Unless the Board at a prior regular meeting has determined the time and place of the holding of the annual meeting of the Board, notice of the time and place thereof shall be given in the same manner as for a special meeting. For purposes of these Bylaws, a "regular meeting" shall have the meaning specified in Section 8.20 of the Vermont Nonprofit Corporation Act (i.e., meaning any meeting of the directors the time and place of which is fixed by the Bylaws or by prior Board action).

Section 3. Special Meetings. Special meetings of the Board may be called by either Co-Chair or by any five directors. Notices of such special meetings of the Board shall be given to each director at least 10 days before the proposed date of the meeting except in the case of a special meeting one of the purposes of which is take action to amend, modify, or repeal any

provision of the articles of incorporation or bylaws in which case 30 days prior notice shall be required.

Section 4. Quorum. A majority of the directors shall constitute a quorum for the transaction of business, and the action of the majority of the directors present at a meeting at which quorum is present shall be the action of the Board. If a quorum is not present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present.

Section 5. Action Without Meeting. Any action required and permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 6. Meeting Procedure. All meetings of the directors of the corporation, or committees of the same, shall be conducted pursuant to the procedures determined by the directors and in accordance with applicable law. Without the consent of the directors present at the meeting, no non-director shall be allowed to speak (except for any officer of the corporation invited to record the minutes of the meeting) at the meeting thereof, nor may any stenographic or other recording be made of the meeting except that taken as the minutes of the meeting by the person duly authorized by the presiding chairperson or co-chairpersons of the meeting. In the event the Board (or any Board committee) holds an executive session in conformance with applicable public access laws, staff, clerical assistants and legal counsel, and persons who are subjects of the discussion or whose information is needed may attend and participate in such

executive sessions at the discretion of the presiding chairperson or co-chairpersons in conformance with the applicable public access laws.

ARTICLE IV

COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be a standing committee of the Board. The Executive Committee shall consist of the two Co-Chairs, the Secretary, the Treasurer, and one At-Large Member selected by the Co-Chairs; provided that no two members of the Executive Committee shall be persons employed by the same institution, company, or governmental agency unless they work in separate units or divisions or based on the facts and circumstances clearly work independently of one another. The Executive Committee shall have power to exercise the general duties of the Board in the interim between Board meetings and such other duties as the Board may from time to time confer upon it. Special meetings of the Executive Committee will be called by the Secretary (or his or her designee) whenever one of the Co-Chairs directs or any two members of the Executive Committee so request. The terms of the Executive Committee members shall be for two years, with the ability of members to serve for one successive term. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of committee business.

Section 2. Nominating Committee. The Nominating Committee shall be a standing committee of the Board. The Nominating Committee shall recommend prospective At-Large Members of the Board to the Governor of the State of Vermont pursuant to procedures developed by the Nominating Committee and approved by the Executive Committee. The

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Nominating Committee shall consist of three to five members of the Board selected by the Executive Committee, and the Executive Committee shall designate the chairperson (or co-chairpersons) of such committee. The terms of the Nominating Committee members shall be for two years, with the ability of members to serve for one successive term. A majority of the members of the Nominating Committee shall constitute a quorum for the transaction of committee business.

Section 3. Other Committees. The Board, by resolution of a majority of the directors in office, may designate and appoint such other standing committees as it may deem necessary or advisable to promote the purposes and carry on the work of the corporation, except to the extent limited or prohibited by the Vermont Nonprofit Corporation Act. Each committee shall have at least two members, and a majority of the members of each such committee shall constitute a quorum for the transaction of committee business. The Executive Committee shall appoint members to these committees, and the Executive Committee shall designate Chairs and Vice Chairs for each committee. Committees shall serve in an advisory capacity to the Board. The terms of committee members shall be for two years, with the ability of members to serve for one successive term. A majority of the members of a committee shall constitute a quorum for the transaction of committee business

ARTICLE V

NOTICES

Section 1. Delivery. Notices to directors shall be in writing and delivered personally or by mail, telex, facsimile, telegram or e-mail to the directors at their address and/or telex and/or {B0659792.1}

facsimile number appearing on the books of the corporation. Notices by mail shall be deemed to be given at the time when same shall be mailed and notices by facsimile, telex, or telegram shall be deemed to be given at the time of transmission. Notice by e-mail shall be deemed given when the e-mail addressee acknowledges receipt of the e-mail or when confirmation of transmission is established under recognized e-mail delivery protocols. Notice of all meetings of the Board or its committees shall be given in accordance with applicable state public access laws.

Section 2. Waiver. Whenever any notice whatever is required to be given under law or under the provisions of the Articles of Incorporation and of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the date stated therein, shall be deemed the equivalent of the giving of such notice.

Section 3. Waiver by Attendance. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. Neither the business to be transacted nor the purpose of the annual or of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by law, these Bylaws or the Articles of Incorporation.

ARTICLE VI

OFFICERS

Section 1. Officers. In addition to the officers described below and their duties, the Board shall elect officers at the discretion of the Board and shall prescribe the duties of such

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officers so elected. All officers shall be elected at the annual meeting of the Board. In the event of death, resignation or removal of any officer of the corporation, the Board shall fill such office, and the successor so chosen or appointed shall hold office for the unexpired term. All officers, whether elected annually or otherwise, shall serve at the pleasure of the Board.

Section 2. Executive Director. The Board shall select an Executive Director based on the recommendations of the Executive Committee. The Executive Director shall manage the day-to-day business of the corporation (and perform all duties incident to such office) and discharge such other duties as the Board may prescribe from time to time. The Executive Director shall have the authority to execute documents on behalf of the corporation consistent with the authority granted to the Executive Director by the Board.

Section 3. Treasurer. The Board shall elect a Treasurer, who in general shall have all the powers of and shall perform all the duties and responsibilities commonly incident to and vested in the office of Treasurer of a corporation, subject to the control of the Board. The Treasurer shall ensure that accounts and suitable books of the corporation are kept, which shall be the property of the corporation open to inspection at the reasonable request of the directors. The Treasurer shall have the power to endorse for deposit or collection all notes, drafts, checks and other obligations for the payment of money payable to the corporation or its order. The Treasurer shall ensure that deposits of the same shall be made in such banks, brokerages or other depositories or the Board may from time to time designate, and he or she shall sign notes, drafts, and checks drawn upon any account of the corporation. The Treasurer shall render to the Board, whenever directed by the Board, an account of the financial condition of the corporation and of all his or her transactions as Treasurer. As soon as possible after the close of each fiscal year, the

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Treasurer shall ensure that a like report of the fiscal year is submitted to the Board. The Treasurer shall give bond, if any, in such form and in such sureties as shall be prescribed by the Board.

Section 4. Secretary. The Board shall elect a Secretary of the corporation. The Secretary shall attend all meetings of the Board and shall ensure that full, true and accurate records of such meetings are kept and shall discharge all other duties pertaining to such office as may be prescribed by the Board. The Secretary (or his or her designee) shall give notice of all meetings in the manner prescribed in the Bylaws. The Secretary shall have custody of the record books. The Secretary shall also have custody of the corporation seal, if applicable.

Section 5. Other Officers. The Board may create such other offices and titles, and make such other appointments as are deemed appropriate to conduct the business of the corporation.

ARTICLE VIII

GENERAL PROVISIONS

Section 1. Seal. The seal of the corporation, if any, shall bear the name of the corporation, the year of its incorporation, and otherwise shall be in such form and have cut or engraved thereon such words and figures as the Board may determine.

Section 2. Income and Profits; Gifts and Bequests. None of the income or profits of the corporation shall be divided among the directors or shall be used or appropriated for other than the salaries, expenses, and purposes of the corporation, and all monies and property, real or personal, received by grants, gifts, bequests, or otherwise, shall be devoted to the purposes of the

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corporation as set forth in the Articles of Incorporation and these Bylaws and in accordance with the laws of the State of Vermont. The Board is authorized to accept and receive in the name of the corporation all such monies and property as may be given for the purpose of the corporation in trust or otherwise.

Section 3. Personal Liability. All persons or corporations extending credit to, contracting with, and having any claim against the corporation shall look only to the funds and property of the corporation for the performance of any contract or the payment of any claim or debt, damage, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation and the individual offices and directors, present or future, shall not be personally liable therefore.

Section 4. Indemnification. The corporation shall indemnify each director and/or officer in accordance with the provisions set forth in the Article of Incorporation of the corporation.

Section 5. Amendments. These Bylaws or any part thereof may be amended, repealed or changed at any meeting of the Board at which a quorum is present by a majority vote of the directors present and voting, provided that in the notice of such meeting the general substance of the proposed amendment, repeal, or change shall be stated. Any amendment adopted by unanimous vote at a meeting at which all directors are present and voting shall be a valid amendment even though no notice of such amendment shall have been given prior to the holding of such meeting.

Section 6. Execution of Documents. The President or the Treasurer or such other officer or agent of the corporation as may be authorized by the Board (which may include the {B0659792.1}

Executive Director) shall execute and deliver on behalf of the corporation all instruments and documents that create legally binding obligations of the corporation.

Section 7. Electronic Records and Signatures. To the maximum extent permissible by law, these Bylaws shall be construed so that electronic documents or records shall be the legal equivalent of written instruments and authenticated documents or records shall be the legal equivalent of signed or executed written instruments.

EXHIBIT A

NO. 104.
AN ACT RELATING TO THE BUILDING BRIGHT FUTURES COUNCIL.
(S.268)
(as amended by Act No. 156 (2009-2010 Biennial Session))

It is hereby enacted by the General Assembly of the State of Vermont:

Sec. 1. FINDINGS

The general assembly finds that:

- (1) While Vermont has a wide range of high-quality programs for families and young children, a report issued by the Smart Start National Technical Assistance Center states, “Vermont’s early childhood system might be best described as many diverse patches, or pieces, ready to be linked and sewn together into a New England patchwork quilt.”
- (2) In order to address issues of overlap and fragmentation, program accountability, and equitable access to services across the state, engaged community members, policy-makers, early childhood service providers, and advocates agree that there is a need for a comprehensive and integrated system for all children below the age of six and their families in Vermont who are in need of and desiring such services.
- (3) Research shows that a child’s “environment of relationships” has a critical impact on developing brain architecture during the first months and years of life.
- (4) There are approximately 39,000 children under the age of six in Vermont, including over 5,500 in poverty, 11,000 living in single-parent households, 20,489 living in two-parent households with both parents in the labor force, and approximately 1,300 young children with developmental delays.
- (5) An estimated 23,000 children under the age of six are enrolled full- or part-time in over 1,900 registered or licensed child care programs funded by a combination of parent fees and public dollars such as the Child Care Financial Assistance Program and the Education Fund. Programs that receive no public funds generally have little to no formal connection to an overall early childhood system with established goals and policies for addressing the needs of young children.
- (6) In addition to the care by their parents and families, thousands of Vermont children from a range of socioeconomic backgrounds receive services, support, or both from state, federal, and private programs. Many children are served by multiple programs with no mechanism in place to ensure a holistic, family-centered approach to service delivery. Early childhood services are important to the economic well-being of families throughout the state. They have a positive impact on the state’s labor supply and influence the overall economic competitiveness of the state.

(7) Section 642B of the federal Improving Head Start for School Readiness Act of 2007 mandates that the governor “designate or establish a council to serve as the State Advisory Council on Early Childhood Education and Care for children from birth to school entry, and the Governor may designate an existing entity in the State to serve as the State Advisory Council.” The governor has designated the building bright futures state council as Vermont’s entity.

(8) In November 2009, the building bright futures state council adopted a conceptual framework based on the work of Dr. Jack Shonkoff, a Harvard University professor and one of the nation’s foremost experts on early childhood learning.

Sec. 2. 33 V.S.A. chapter 46 is added to read:

CHAPTER 46. BUILDING BRIGHT FUTURES COUNCIL

§ 4601. DEFINITIONS

As used in this chapter:

(1) “Early care, health, and education” means all services provided to families expecting a child and to children up to the age of six, including child care, family support, early education, mental and physical health services, nutrition services, and disability services.

(2) “Regional council” means a regional entity linked to the state building bright futures council to support the creation of an integrated system of early care, health, and education at the local level.

§ 4602. BUILDING BRIGHT FUTURES COUNCIL

(a) The building bright futures program shall be governed by a statewide council comprising no more than 23 members. The building bright futures council’s membership shall be as follows:

- (1) the secretary of human services or designee;
- (2) the secretary of commerce and community development or designee;
- (3) the commissioner of education;
- (4) the commissioner for children and families;
- (5) the commissioner of health;
- (6) the commissioner of mental health;
- (7) two members of the house of representatives, appointed by the speaker of the house;

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(8) at least one but no more than two members of the senate, appointed by the senate committee on committees;

(9) the Head Start collaboration office director; and

(10) 12 at-large members, appointed by the governor based on their commitment to early childhood well-being and representing a range of perspectives and geographic diversity. The governor shall consider the recommendations of the council's nominating committee. One of the at-large members shall be a representative of a local Head Start program and one shall be a member of a school board, to be recommended by the Vermont school boards association.

(b) In the event of a vacancy in one of the at-large member positions on the council, the remaining members shall endeavor to fill the vacancy with an individual representing a perspective or geographic area not currently represented on the council.

(c) Technical assistance to the council shall be provided by staff within the departments of health, of education, and for children and families.

(d) For council meetings held when the general assembly is not in session, the legislative members of the council shall be entitled to per diem compensation and reimbursement of expenses in accordance with section 406 of Title 2. Members of the council who are not state employees or whose participation is not supported through their employment or association may be entitled to compensation and reimbursement for expenses for attending meetings of the council under section 1010 of Title 32 to the extent funds are available.

(e) The council shall function as a public-private partnership with the ability to raise and disburse funds.

(f) The council shall support the establishment of, and maintenance of relationships with, regional councils providing regional capacity to further the council's goals.

§ 4603. POWERS AND DUTIES

The council established by section 4602 of this title shall have the following powers and duties necessary and appropriate to effectuating the purposes of this chapter:

(1) Advise the administration and general assembly on the status and needs of the early care, health, and education system by conducting a review of the status of young children in Vermont and the care, health, and education services and systems that support them.

(2) Monitor overall system performance by regularly tracking and reporting system data on the well-being of young children and the performance of the system of care related to the council's commitments to children and selected indicators.

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- (3) Develop an early care, health, and education system plan for Vermont to serve as the basis for policy and funding recommendations.
- (4) Review and formulate recommendations for amendments or revisions to policies, rules, or regulations that may impede the ability to address state and local priorities and the ability to ensure system effectiveness.
- (5) Work with the secretaries of human services and of commerce and community development and the commissioner of education to ensure the coordination of existing budgets and policies that affect the care, health, and education of young children.
- (6) Identify and reduce duplication of services and of administrative approval processes and improve coordination across agencies.
- (7) Work with the agencies of human services and of commerce and community development, the department of education, and the regional councils to coordinate and integrate the development of an early childhood budget that reflects alignment of funding with priorities identified in the system plan.
- (8) Support the regional councils in their efforts to coordinate and implement services in accordance with identified priorities in system and regional plans.
- (9) Contract with state agencies and departments to deliver services as agreed upon.
- (10) Pursue and accept funding from diverse sources outside of state government to sustain, expand, and enhance the early care, health, and education system according to the early care, health, and education system plan.
- (11) Disburse funds raised through fund development activities in accordance with priorities defined in the system plan.
- (12) Convene members of the child care community, medical community, education community, and other organizations, as well as state agencies serving young children, to ensure that families receive quality services in the most efficient and cost-effective manner.
- (13) Select the key indicators to be tracked in early childhood and identify priority strategies to improve outcomes.
- (14) Ensure children from birth to six years of age are included in statistical data systems developed by the department of education and other state agencies and that all such systems are interoperable.
- (15) Analyze data to assess progress in achieving outcomes consistent with No. 68 of the Acts of the 2009 Adj. Sess. (2010) and make recommendations for any necessary adjustments.
- (16) Report to the governor and the legislative committees of jurisdiction during the first month of

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each legislative biennium on the council's findings and recommendations, progress toward outcomes consistent with No. 68 of the Acts of the 2009 Adj. Sess. (2010), and recommendations for priorities for the biennium.

§ 4604. LIMITATION OF SCOPE

Nothing in this chapter shall be construed to supersede or usurp the statutory powers or authority of any state agency or department or any school district.

Sec. 3. COMPOSITION OF COUNCIL

The members of the building bright futures council serving as of the effective date of this act shall continue to serve on the council after that date and shall adopt bylaws detailing the council's governance and procedures, including a procedure by which a nominating committee recommends prospective council members to the governor.

Sec. 4. EFFECTIVE DATE

This act shall take effect upon passage.

Approved: May 12, 2010