

AMENDED AND RESTATED BYLAWS
OF
KIDSAFE COLLABORATIVE, INC.
A Vermont Nonprofit Corporation

Article One
- Name -

Name: The name of the corporation is KidSafe Collaborative, Inc. (“KidSafe Collaborative”), previously known and incorporated as the Community Network for Children, Youth and Families, Inc.

Article Two
- Offices -

Principal Office: The principal office of KidSafe Collaborative shall be located in the City of Burlington, County of Chittenden and State of Vermont. The Board of Directors may change the location of the principal office of the KidSafe Collaborative and may, from time to time, designate other offices within or without the City of Burlington as the business of KidSafe Collaborative may require.

Article Three
- Vision and Mission -

Section 3.1 - Vision:

KidSafe Collaborative actively promotes the right of all children, youth and families to grow within safe and nurturing environments, free from harm, which consistently support and enhance their physical, social, emotional and spiritual well-being.

Section 3.2 - Mission Statement:

KidSafe Collaborative engages agencies, community groups and individuals to work together to improve our community's response to child abuse and neglect.

Section 3.3 – Scope:

In order to strengthen our community’s ability to assure safety and nurturance for children, youth and their families at risk of abuse and neglect, and reduce their exposure to violence, KidSafe Collaborative will:

- i. Strengthen, develop and support strategic collaborations among public and private organizations to improve outcomes for children and families;
- ii. Sustain and increase resources to strengthen services to families whose children are at risk of child abuse and neglect; and
- iii. Advocate for public policy and systems changes that support the safety and well-being of children, youth and families.

KidSafe Collaborative shall not deliver or support services that compete with or duplicate existing programs serving children and families in our community.

Article Four
- Friends of the Board -

Section 4.1 - No Members: The KidSafe Collaborative shall have no members.

Section 4.2 – Friends of the Board: Interested individuals, agencies and entities can be designated as Friends of the Board following approval by the Board of Directors, President, and /or Executive Committee. The function of individual Friends of the Board shall be to assist in fundraising, publicity, preparation of events and proposals and other areas of need.

Section 4.3 – Partner Agencies: The Executive Committee shall recognize Partner Agencies which comprise the KidSafe Collaborative Council to assist in fulfilling the Vision and Mission of the KidSafe Collaborative.

Article Five
- Board of Directors -

Section 5.1 - General Powers:

The Board of Directors shall have full authority to provide fiscal and strategic oversight over the affairs of KidSafe Collaborative.

Section 5.2 - Number, Tenure and Qualification:

The Board of Directors shall consist of not less than three persons; the exact number to be determined by the Board of Directors. All Board nominations must be approved by majority vote by active Board members and the President at the annual meeting to be appointed. The term of office of each Director shall be for three years, with one-third being appointed each year. There shall be no limit to the number of terms a Director may serve so long as s/he has been appointed. Each year the KidSafe Collaborative Community Council shall nominate a Director who shall be subject to the same election procedures set forth herein.

Section 5.3 - Regular Meetings:

The Board of Directors shall meet at a regular time and place as set by the Executive Committee. All meetings of the Board of Directors are open to the public, except for occasions when the Board meets in executive session.

Section 5.4 - Special Meetings:

Special meetings of the Board of Directors may be called by the President with the approval of the Executive Committee. However, it is the intent of these Bylaws that the time and place of all other Board of Directors meetings be kept as regular as possible, to reduce the need to provide special notification of such meetings.

Section 5.5 - Notice:

Reasonable notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours prior to the meeting by written notice delivered personally, by mail, facsimile, electronic mail or phone to each Director. The business to be transacted at such meetings need not be specified in the notice or waiver of notice of such meetings, unless specifically required by law or these Bylaws.

Section 5.6 - Quorum:

A minimum of fifty percent plus one of currently seated members of the Board of Directors shall constitute a quorum, for purposes of the transaction of business at any meeting of the Board.

Section 5.7 - Board Meetings:

The President may invoke the most current edition of Robert's Rules of Order whenever he or she believes that it is necessary or helpful to do so. The act of a majority of the Directors voting at the meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by law, the Articles of Incorporation, or these Bylaws.

Section 5.8 - Vacancies:

Vacancies in the Board of Directors by death, resignation, increase in the number of Directors or otherwise, may be filled by a majority vote of the remaining Directors at a meeting which shall be called for that purpose. A Director thus appointed shall serve for the remainder of the unexpired term of his or her predecessor.

Section 5.9 - Nominating:

Nominations to fill vacancies in the Board of Directors shall be presented by the Nominating Committee or by nomination from the floor at the Annual Meeting.

Section 5.10 - Duties of Directors:

A. Directors have the responsibility to:

1. establish overall KidSafe Collaborative purpose and goals, to be reviewed at periodic Board planning and evaluation meeting(s);
2. assure that KidSafe Collaborative's programs and activities are in alignment with its mission;
3. review and approve the KidSafe Collaborative's annual budget, based on program priorities;
4. ensure that adequate resources are available to meet program priorities;
5. discuss and adopt all public statements on issues which represent the official position of KidSafe Collaborative; and
6. exercise fiduciary responsibility in monitoring KidSafe Collaborative's revenues, expenditures and contractual obligations to ensure its compliance with funding requirements and other lawful purposes consistent with the mission and goals of KidSafe Collaborative.

B. It shall be the responsibility of each Director to regularly attend meetings of the Board of Directors.

Section 5.11 - Compensation:

Directors shall not receive compensation for their service on the Board of Directors. Upon approval by the Executive Committee, members may be reimbursed for travel and related costs.

Section 5.12 - Conflict of Interest:

The Board of directors shall establish policy guidelines and disclosure requirements regarding conflicts of interest by Directors.

Section 5.13 - Telephone Meetings: Members of the Board of Directors and members of any committee designated by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment, so long as all persons participating in the meeting can communicate directly with each other. Participation in a meeting in such a manner shall constitute presence in person at such meeting, so that individuals attending by phone may vote, if not otherwise disqualified.

Section 5.14 - Consent: Any action consented to in writing by each and every Director shall be as valid as if adopted by the Board of Directors at a duly held meeting thereof, provided that such written consent is inserted in the minute book.

Section 5.15 - Voting: At all meetings of the Board of Directors, each Director shall have one vote. Unless the vote of a greater number of Directors is required by law or these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Directors may not vote by proxy.

Section 5.16 - Resignation: Any Director may resign his or her office at any time. Resignation must be made in writing and shall take effect immediately, without acceptance.

Section 5.17 - Removal: The Board of Directors may remove a Director for failing to attend regular meetings (e.g., three absences without advance notice over the course of a year). A Director may be removed by the Board of Directors for such failure only if a majority of the Directors then in office votes for the removal.

Section 5.18 – Leave of Absence: During his or her term, a Director may seek approval from the Executive Committee for a leave of absence, which shall not be unreasonably withheld depending on the circumstances. During an approved leave of absence, the Director shall not be counted for purposes of determining a quorum or a majority.

**Article Six
- Officers -**

Section 6.1 - Officers:

The officers of the KidSafe Collaborative shall be a President, Past-President, Vice President (President Elect), Treasurer and Secretary.

Section 6.2 - Election and Term of Office:

The officers of the KidSafe Collaborative shall be elected biennially by and from among the members of the Board of Directors at the KidSafe Collaborative’s Annual Meeting. Each officer shall hold office for a two-year term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.3 - Removal:

The Board of Directors shall remove any officer whenever in its judgment the best interests of the KidSafe Collaborative would be served thereby. An officer may be removed by the Board of Directors by a two-thirds vote of the Directors when a quorum is present.

Section 6.4 - Vacancies:

The Board of Directors shall fill any vacancy in any office for the unexpired portion of the term.

Section 6.5 - Powers and Duties:

The officers shall have such powers and perform such duties as may be specified in resolutions or other directives of the Board of Directors. In the absence of such directives, each officer shall have the powers and authority and shall perform and discharge the duties of officers of similar title serving non-profit corporations with comparable purposes and objectives as the KidSafe Collaborative.

**Article Seven
- Board Committees -**

Section 7.1 - Board Committees:

The Board of Directors shall have the following standing committees: Executive, KidSafe Collaborative Community Council, Audit, Development and Finance. Committee members may include both Directors and other interested persons.

Section 7.2 - Executive Committee:

This committee shall consist of the Board’s officers, the Past-President of the Board and the Executive Director of the KidSafe Collaborative, who shall serve as an ex-officio member, with no right to vote.

Responsibilities of this committee shall be to:

- A. formulate recommendations for approval by the Board of Directors;
- B. establish the agenda for Board of Directors meetings;
- C. make decisions about proposed grant applications by the KidSafe Collaborative in cases in which the deadline for application is too short to allow consideration by the full Board of Directors; and
- D. hire and terminate, and conduct annual performance review of, the Executive Director.

Section 7.3 - KidSafe Collaborative Community Council:

This committee shall consist of at least three (3) members, of whom at least one (1) is a Director, who is an ex officio member of the KidSafe Collaborative Community Council. This

committee shall be a forum for promoting the child and family advocacy and systems change agendas of the KidSafe Collaborative, and may also provide specific direction and program oversight of all major grant-funded projects for which the KidSafe Collaborative serves as the grant recipient.

Section 7.4 – Audit Committee:

This committee shall be appointed by the President on an annual basis and shall consist of at least three (3) members, a majority of which should be Directors, including the Board Treasurer. The Board Treasurer shall serve as an ex officio member of this committee, with the right to vote. Responsibilities of this Committee shall be to:

- A. recommend the selection of the independent auditor for approval by the Board of Directors;
- B. review audit and/or financial review requirements with auditor and management staff prior to the annual audit or financial review;
- C. review with auditor and management staff the results of annual audits or financial reviews and comments;
- D. present the completed annual audit or financial review to the full Board of Directors; and
- E. arrange for the independent auditor to be available to the full Board of Directors at least annually.

Section 7.5 - Development Committee:

This committee shall consist of at least three (3) members, of whom at least two (2) are Directors, who shall be appointed by the President on an annual basis. The duties of this committee shall include, but not be limited to, the development, execution, and oversight of the KidSafe Collaborative’s fundraising efforts and overall fund development strategy

Section 7.6 – Finance Committee:

This committee shall be appointed on an annual basis by the President and shall consist of at least two (2) Directors, including the Board Treasurer who shall serve as the chair of this committee. The Executive Director shall be an ex officio member of this committee, with no right to vote. Responsibilities of this Committee shall be to:

- A. implement financial policies,
- B. assist in the review and preparation of the budgets,
- C. monitor the rate of all expenditures in order to identify any emerging problems; and
- D. study all activities supported by the budget and recommend to the Board of Directors, as appropriate, an order of priorities, including termination of programs, based upon determination of costs and effectiveness.

Section 7.7 - Ad Hoc Committees:

Ad hoc committees and task forces may be appointed by the President with the consent of the Board of Directors, as needed.

Article Eight
- Staff -

Section 8.1 – Executive Director:

KidSafe Collaborative may employ an Executive Director who shall be under the direction of, and be responsible to, the KidSafe Collaborative through its Executive Committee. Hiring of the Executive Director will be the responsibility of the Executive Committee, with the consent of the Board of Directors. The Executive Committee will conduct a yearly performance review of the Executive Director, as specified in the KidSafe Collaborative’s Personnel Policies. Hiring and supervision of any other staff will be the responsibility of the Executive Director, with the advice of the Executive Committee.

Article Nine
- Financial Management -

Section 9.1 - Contracts:

The Board of Directors may authorize any officer or agent of the KidSafe Collaborative to enter into any contract or execute and deliver any instrument in the name of or on behalf of the KidSafe Collaborative. Such authority may be general in nature, or may be confined by specific instances.

Section 9.2 - Checks, Drafts or Orders:

All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness in the name of the KidSafe Collaborative shall be signed by such officers or agents of the KidSafe Collaborative as the Board of Directors shall designate by resolution. In the absence of such a resolution, all such instruments shall be signed by the Treasurer.

Section 9.3 - Deposits:

All funds of the KidSafe Collaborative shall be deposited in the name of the KidSafe Collaborative in such banks, trusts companies, or other depositories as the Treasurer may designate.

Section 9.4 - Gifts:

The Board of Directors and staff may solicit or accept on behalf of the KidSafe Collaborative any contribution, gift, bequest, or grant for any purpose of the KidSafe Collaborative. The Board of Directors reserves the right to decline any gift that is deemed not to be in the best interests of KidSafe Collaborative or that is beyond its resources to manage.

Article Ten
- Books and Records -

The KidSafe Collaborative shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of Board of Directors and, when appropriate, Board committees.

Article Eleven
- Dues -

The Board of Directors shall determine the amount of dues, if any, payable to the KidSafe Collaborative by Friends of the Board and/or Partner Agencies, and give appropriate notice to such Friends and/or Agency Partners of any proposed changes or increases in the dues amount.

Article Twelve
- Waiver of Notice -

Whenever any notice is required to be given under the provisions of Chapter 1, Title 11B of the Vermont Statutes, or under the provisions of the Articles of Association or the Bylaws of the KidSafe Collaborative, a written waiver thereof signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Thirteen
- Amendment of Bylaws -

These bylaws may be altered, amended, or repealed by a two-thirds vote of the Directors present at any properly warned meeting of the Board of Directors at which a quorum is present. KidSafe Collaborative shall provide notice of any meeting of the Board of Directors at which a Bylaws amendment is to be voted on. The notice must state that the purpose (or one of the purposes) of the meeting is to consider a proposed amendment to the Bylaws and contain a copy or summary of the amendment.

Article Fourteen
- Indemnification –

KidSafe Collaborative shall indemnify any individual made a party to a proceeding because he/she is or was a director, officer or employee of the corporation, to the fullest extent permitted by Vermont law, provided that the director, officer or employee met the standards of conduct set forth in the Act, and only to the extent that the status of the corporation as a 501(c)(3) tax exempt organization is not affected thereby.

[End of text]

AMENDED AND RESTATED by the Board of Directors on March 26, 2008.

Penrose Jackson
President of the Board

Bylaws Revised 1/12/2000
Amended 2/23/2005
Amended 4/27/2005
Amended 3/26/2008