

BY-LAWS OF
THE COMMUNITY DEVELOPMENT CENTER
SERVING COUNTIES OF RUTHERFORD AND SOUTH CENTRAL TENNESSEE

ARTICLE I-NAME

Community Development Center

ARTICLE II- PURPOSE

The Community Development Center shall provide a comprehensive, early intervention program and a family support program as well as independent support to meet the individual needs of children, birth to three years of age, with developmental delays and at risk conditions of families and adults with developmental disabilities. The service components of the program shall include educational/developmental services, family support and coordination of support services.

ARTICLE III- BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of 13 members. However, when satellite programs exist, additional members may be added from the communities served at the discretion of the Board. The regular 13-member Board shall include a majority of consumers which may be representatives from the following organizations:

Bedford County Board of Commissioners
Shelbyville City Council
Bedford County Education Association
Civitan Club

Each of the above shall be appointed by the organization they represent.

The remaining members of the Board shall be determined as follows:

Representative from the medical profession
Member of family with handicapped person
Representative from legal profession
Representative from field accounting
Two interested citizens
Ministerial Association
Bedford County Association for the Handicapped

Section 2. The Board of Directors shall be responsible for the conduct of business of the Community Development Center and all early intervention programs, along with other programs, and shall be empowered to employ such professional personnel as required to administer the affairs of same and to prescribe their duties and terms of employment. The Board shall exercise

all powers inherent in the Incorporation except those expressly reserved to the Executive Committee under special circumstances.

- Section 3. Control of the Board of Directors shall rest with its members.
- Section 4. Directors shall serve for a term of three years beginning with the annual meeting in July.
- Section 5. Members who miss three consecutive meetings without explanation of absence shall be eliminated from the Board.
- Section 6. Any member whose actions are prejudicial to the interest of the Child Development Center may be expelled as follows:
- A member may bring complaint against another member by submitting written evidence to substantiate the accusation to the Board President. The President shall notify the accused and set a date for a hearing within 30 days before the Board of Directors. The member may be expelled upon a 3 / 4 vote by the Board at a meeting at which a quorum is present.
- Section 7. Replacement of members who resign or are eliminated from the Board shall be appointed by the organizations they represent, if appropriate, or by recommendation and approval by the Board of Directors.
- Section 8. The Community Development Center shall, to the maximum extent permitted by law, indemnify each of its present or former directors, officers, employees of other agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Center.

ARTICLE IV-MEETINGS

- Section 1. The Board of Directors shall meet quarterly in the months of July, October, January, and April. The frequency of the meetings, time, and place shall be determined by the Board. The Board and President have the authority to change meeting dates when necessary with at least two day's prior notice.
- Section 2. The regular board meeting in July shall be designated as the annual meeting for the election of officers.
- Section 3. Special meetings may be called by the President or at the request of five members. All Board members shall receive written notice stating the purpose of the meeting at least two days prior. No other business may be

transacted at a special meeting.

Section 4. A quorum shall be defined as a simple majority of members. They must be present in person.

ARTICLE V-FISCAL YEAR

The fiscal year shall begin July 1 and end June 30.

ARTICLE VI-EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers of the Board.

Section 2. Special meetings of the Executive Committee may be called by the President upon request of the board members at any time with not less than 24 hours' notice.

Section 3. A quorum shall be defined as a majority of the voting members of the Executive Committee present in person, but shall consist of no less than three members.

Section 4. The Executive Committee shall meet as needed to conduct business and has the authority to act in place of the regular Board meeting when a quorum is not achieved and in emergencies. Any action of this committee shall be documented as though it were a regular Board meeting.

Section 5. Any action of the Executive Committee shall be reported to the Board at the next regularly scheduled meeting. This action shall be subject to a vote for ratification or rescission. A 2/3 vote is required for rescission.

ARTICLE VII-OFFICERS

Section 1. The officers of the Board of Directors shall be President, Vice President, Secretary, and Treasurer.

Section 2. Duties:

A. President- The President shall preside at all meetings of the Board and Executive Committee. He shall appoint special committees as needed and shall name chairpersons of all committees. He shall supervise directly or indirectly the work of the committees, except the Nominating Committee. The President shall act as the executive officer of the Board and, in general perform the duties usually associated with the office of the President.

- B. Vice President- The Vice President shall assume all responsibilities in the absence of the President. He shall be an aide to the President and undertake such other responsibilities as they President may assign.
- C. Secretary-The Secretary shall record the proceedings of all meetings of the Board and Executive Committee, and shall keep a record of minutes of the same.
- D. Treasurer- The Treasurer shall become familiar with the Center accounting procedures so he can assist the Agency Director and Bookkeeper as needed. He shall assist with the preparation of financial statements and annual budgets.

Section 3.

Vacancies in the elected position, except that of the President, shall be filled for the unexpired term by persons elected by the Board.

ARTICLE VIII-ELECTIONS

Section 1. There shall be a Nominating Committee composed of three members. The members shall be elected by the Board at the regular Board meeting prior to the annual meeting. The Board shall elect one of these three as chairperson.

Section 2. The Nominating Committee shall prepare a slate of candidates for election of officers and shall secure the consent of its nominees to serve if elected.

Section 3. Officers shall be elected at the annual meeting and shall take office immediately following their election.

Section 4. Nominations shall be permitted from the floor. All nominees shall be members in good standing who have given consent to the nomination.

ARTICLE IX-COMMITTEES

Section 1. There shall be a Grievance Committee appointed by the President consisting of four members with the President or Vice President acting as the fifth members. Requests for meetings of this committee shall be made by the Agency director. Other individuals may request a meeting by submitting a written letter to the President. The meeting shall be called within one week after the request has been made. The purpose of the committee is to review any complaint dealing with the acceptance or non-acceptance of applicants for admission to the Agency and to hear appeals

made by parents/guardians, staff and other concerning procedures and policies of the Agency.

Section 2. Additional committees shall be appointed as needed by the President.

ARTICLE X-PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with the by-laws.

ARTICLE XI-AMENDMENTS

Any proposed amendment, along with the data to be voted upon, shall be presented in writing to the entire Board of Directors at least three weeks prior to the meeting at which it is to be voted upon. A two-thirds vote is required for ratification.

These are the current by-laws approved and adopted by the membership on July 23, 1998.

PRESIDENT, Board of Directors

SECRETARY, Board of Directors

AMENDMENT ONE

A quorum shall be defined as a simple majority of members. They must be present in person or attending via a technical medium in which all members can effectively communicate with one another.

Amendment adopted January 22, 2015