

MONTGOMERY COUNTY CHILDREN'S OPPORTUNITY ALLIANCE INCORPORATED

BYLAWS

Article I. FORMATION

Section I.01 Name. The name of the Corporation is the "Montgomery County Children's Opportunity Alliance Incorporated".

Section I.02 Articles of Incorporation. The Corporation was formed on February 25, 2022, as a Maryland nonstock, nonprofit corporation pursuant to the Corporations and Associations Article of the Maryland Code (the "Act"). The Corporation's Articles of Incorporation (the "Charter") were most recently amended and restated on July 1, 2022.

Section I.03 Principal Office. The street address of the principal office of the Corporation in Maryland is 5603 Northfield Road, Bethesda, MD, 20817 or at such other place as the Board of Directors may determine from time to time. The Corporation shall at all times have its principal office in Montgomery County, Maryland (the "County").

Section I.04 Additional Offices. The Corporation may have additional offices at such places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section I.05 Resident Agent. The resident agent of the Corporation for service of process in the State of Maryland shall be that person or entity and location reflected in the Corporation's Articles of Incorporation, if any, or such other agent as the Board may from time to time designate as provided by the Act.

Article II. MEMBERS

Section II.01 Members. The Corporation has no members. The business and affairs of the Corporation shall be conducted under the direction of, and the control and disposal of the Corporation's properties and funds shall be vested in its Board of Directors (the "Board", each member of the Board a "Board Member"). For purposes of any law or rule relating to members of a nonstock corporation, the Board Members, as Directors, shall constitute the members of the corporation; and when meeting as Directors, may exercise the rights and powers of members.

Article III. PURPOSE; NONPROFIT STATUS

Section III.01 Purpose.

- (a) This Corporation is not an instrumentality of the County, and is incorporated for the purpose of serving as the County's Early Care and Educations Coordinating Entity under the provisions of Section 10A-12 of the Montgomery County Code, as amended.
- (b) The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (Code). The Corporation shall receive contributions and fees, and shall distribute its funds for civic, charitable, and/or educational purposes, as set forth in its Articles of Incorporation. In carrying out its corporate purposes, the Corporation shall have all the

powers allowed corporations by the Maryland General Corporation Law, which applies to both stock and nonstock corporations, unless a specific provision or the context of a provision clearly provides or suggests otherwise; this is provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by its Articles of Incorporation.

- (c) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, nor to devote more than an insubstantial part of its activities to carrying on propaganda. The Corporation may only act to influence legislation to the extent permitted by the provisions of the Code for organizations exempt from Federal income taxes pursuant to Section 501(c)(3) of the Code.

Section III.02 Nonprofit Status. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

Article IV. BOARD OF DIRECTORS

Section IV.01 Number. The Board of Directors shall consist of twenty-one (21) Board Members, as set forth in Section 10A-12 of the Montgomery County Code, as amended.

Section IV.02 Qualifications. Each Board Member must reside or work in the County.

Section IV.03 Election. All Board Members must be appointed by the Montgomery County Executive (the “**Executive**”) and subsequently confirmed by the Montgomery County Council (the “**Council**”). The Executive shall appoint the Board Members as follows:

- (a) The Executive should appoint the following *ex officio* voting Board Members to represent the public interest:
- i. a Council staff member with expertise in early childhood education;
 - ii. two (2) representatives jointly designated by the County Board of Education and the Superintendent of Montgomery County Public Schools;
 - iii. Three (3) representatives of the County Department of Health and Human Services;
 - iv. a representative of the Office of Management and Budget;
 - v. a representative of Montgomery College; and,
 - vi. a representative of the Universities at Shady Grove.
- (b) The Executive should appoint the following voting Board Members:

- vii. three (3) parents or guardians with children in childcare and/or pre-kindergarten programs, including 2 low income parents or guardians;
 - viii. two (2) center based early care and education providers;
 - ix. two (2) family child care providers;
 - x. two (2) representatives of an employer who is not an early childhood education provider;
 - xi. a representative of a philanthropic foundation; and,
 - xii. two (2) representatives of a nonprofit corporation focused on equity and inclusion, youth development, economic development, or workforce development.
- (c) The Executive may appoint new Board Members for any vacancies arising at any time and from any cause.

Section IV.04 Term. Each Board Member shall serve a three-year term. The individual terms of the voting Board Members must be staggered. Of the voting Board Members appointed during the Fiscal Year beginning July 1, 2022, approximately one-third must be appointed for an initial 1-year term, approximately one-third must be appointed for a initial 2-year term, and approximately one-third must be appointed for a initial 3-year term. A voting Board Member appointed to fill a vacancy serves the rest of the unexpired term. The Executive may reappoint a Board Member, but a Board Member who is not a government official or a designee of a government official must not serve more than two (2) consecutive full terms, not including any portion of an unexpired term. A voting Board Member continues in office until his or her successor is appointed by the Executive and confirmed by the Counsel.

Section IV.05 Removal. The Executive may remove a Board Member for a violation of law or other good cause, as may be specified in these Bylaws, after giving the Board and the Council at least 15 days' notice of the proposed removal.

Section IV.06 Compensation.

- (a) Except as provided in paragraph (b), a Board Member must serve without compensation. The Corporation may reimburse a member who is not a government official or a designee of a government official for expenses incurred in attending meetings or carrying out other duties, including travel and dependent care costs at rates established by the County.
- (b) The Corporation may adopt guidelines based on need to provide stipends to members appointed as a parent of a child enrolled in an early child care or early education program.
- (c) A Board Member is not eligible to receive benefits under any County retirement system for serving as a Board Member.

Article V. MEETINGS

Section V.01 Annual Meetings, Regular Meetings: The Regular meetings of the Board shall be held at such place and time as they determine, but not less than four (4) times each

year. The Board shall designate one Regular Meeting per year to serve as the Annual Meeting.

Section V.02 Special Meetings. Special Meetings of the Board may be called at any time by the Chair, Vice-Chair or by a majority of the Board by vote at a meeting, or in writing with or without a meeting. A special meeting of the Board shall be held on such date and at any place as may be designated from time to time by the Board.

Section V.03 Notice of Meetings; Waiver of Meetings. Not less than 10 nor more than 60 days before each meeting of the Board, the either the Secretary shall give written notice of the meeting to each Board Member. The notice shall state the time and place of the meeting, the means of remote communication, if any, and, if notice of the purpose of the meeting is required by statute, the purpose of the meeting. Notice shall be given to a Board Member by (a) personal delivery, (b) overnight courier service, or (c) electronic transmission, including without limitation, electronic mail. Notwithstanding the foregoing provisions, each Board Member may waive this notice requirement in writing or by being present at the meeting.

Section V.04 Quorum; Voting. Unless otherwise required by the Act, the Articles or these Bylaws, a quorum shall consist of a majority of the Board Members authorized . Each Member shall have one vote. Unless otherwise required by the Act, the Articles or these Bylaws, all decisions by the Board shall be by vote of a majority of those Board Members present, whether or not in person, and voting, but not less than one-half (1/2) of the Board Members serving Board Members may vote in person or by phone.

Section V.05 Permitted Meeting Participants. The Board must permit the Executive, the Council's Lead for Early Care and Education, and the President of the Montgomery County Board of Education, or a designee of each public official, to attend and participate at each Board meeting without voting.

Section V.06 Compliance with Maryland Law. The Corporation shall at all times comply with the Maryland Open Meetings Act, codified in Title 3 of the General Provisions Article of the Maryland Code and the Maryland Public Information Act, codified in Title 4 of the General Provisions Article of the Maryland Code.

Section V.07 Committees. The Board of Directors may create such committees with such powers as it deems wise to have. The Chair shall appoint persons to chair and serve on those committees, and may appoint persons who are not Directors of the Corporation to serve on committees. All committee appointments shall be made by The Chair, and the full Board of Directors will be updated during Board Meetings when changes or appointments are made. Except as otherwise specified, appointments to committees of the Board of Directors are for a term of one (1) year and may be renewed from year-to-year without limitation.

The Executive Committee, the Governance Committee, Fund Development Committee and Finance Committee shall be the standing committees. The standing committees shall be subject to the requirements of § 3-101 et seq., General Provisions Article of the Maryland Code.

- a. Executive Committee: The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, and Treasurer.
- b. Governance Committee: The Governance Committee shall be appointed by the Chair

and approved by the Board of Directors. The Governance Committee shall be responsible for: i. Formulating and recommending to the Board of Directors structural, organizational and process changes and improvements that promote the effective and efficient operations of the Corporation, appropriate control mechanisms and policies relative to the ethical operation and behavior of the Corporation and its Directors, Officers and employees. ii. Nominating persons to serve as Officers. The Governance Committee also shall nominate persons to serve as the elected Officers of the Corporation. The Governance Committee shall be responsible for orientation and education of Directors.

c. Resource Development Committee: The Resource Development Committee shall be appointed by the Chair and approved by the Board of Directors. The Resource Development Committee shall be responsible for: i. Supporting the Corporation's vision, mission and overall strategic plan through effective activities to promote and acquire financial, pro bono and other in-kind support.

d. Finance Committee: The Finance Committee shall consist of at least four members who shall be independent voting directors. The Committee may also include non-Board members. Finance Committee members shall have the ability to read and understand fundamental nonprofit financial statements, including a statement of financial position, statement of activities and statement of changes in net assets, statement of cash flows and key performance indicators; and the ability to understand key operational and financial risks and related controls and control processes. The Finance Committee is also in responsible for overseeing the audit process.

e. Additional Standing Committees: The Board of Directors may establish such additional standing committees as it determines are appropriate for the conduct of the business of the corporation. Each committee shall include at least two (2) Directors and may include persons who are not Directors. Members of a standing committee shall be appointed by the Chair and approved by the Board of Directors.

Special Committees: The Chair of the Corporation or the Board of Directors may establish such special or ad hoc committees as they shall determine are necessary for the functioning of the Corporation. Each such committee shall be given a specific charge and term.

Article VI. OFFICERS

Section VI.01 Number and Qualifications. The Officers of the Corporation shall consist of a Chair, one or more Vice-Chairs, a Secretary, a Treasurer, and such other Officers (collectively, the "**Officers**") as may be deemed necessary or desirable by the Board. All Officers must be Board Members. A Board Member may hold more than one office at a time, except Chair and Vice-Chair.

Section VI.02 Election and Term. The Officers of the Corporation shall be elected, for a term commencing on election, by the Board at the Annual Meeting or by Written Consent. Each Officer shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation, or removal.

Section VI.03 Removal. Any Officer of the Corporation may be removed by the Board, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal requires a majority vote or Written Consent of the Board as applicable.

Section VI.04 Vacancies. Any Officer may resign at any time, subject to any rights or obligations under any existing contracts between the Officer and the Corporation, by giving written notice to a Board Chair or the Secretary. An Officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board.

Section VI.05 Authority and Duties of Officers. The Officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified by the Board in a resolution, or these Bylaws, except that in any event each Officer shall exercise such powers and perform such duties as may be required by applicable law.

Article VII. CONFLICT OF INTEREST:

Section VII.01 Conflict of Interest Policy. Any Board Member or employee having an interest in a contract, grant or other transaction or determination presented by the Board of Directors for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its acting on such contract, grant or other transaction. The body to which such disclosure is made shall thereupon determine by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract, grant or other transaction or determination. Such persons may not be counted in determining the existence of a quorum for purposes of any vote on such contract, grant, transaction or determination. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present. There will also be an annual review for all Members of the Board of Directors to discuss any potential conflicts of interest.

Article VIII. DISSOLUTION

Section VIII.01 Process for Dissolution. The dissolution or forfeiture of the Charter shall be effected as provided in Title 3 of the Act and § 5-208 of the Act. In dissolution or on forfeiture of the charter of the Corporation, the directors have the powers and duties of directors of a stock Corporation under this article.

Section VIII.02 Distribution of Assets. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes

Article IX. INDEMNIFICATION:

Section IX.01 Indemnification. The Corporation shall indemnify its Board Members and Officers to the fullest extent permitted by the Act and federal law including the payment of related legal expenses.

Article X. NON-DISCRIMINATION:

Section X.01 Non-Discrimination Policy. The Montgomery County Children's Opportunity Alliance Incorporated shall not discriminate against any person on the basis of any characteristic described in Section 27-1(a) of Chapter 27 of the Montgomery County Code or on the basis of political opinion or affiliation in any of its policies, procedures or practices.

Section X.02 Racial Equity and Social Justice Policy. The Board must adopt and implement a racial equity and social justice policy that applies a racial equity and social justice lens into all aspects of the Corporation's operations in alignment with the County's racial equity and social justice strategic plan.

Article XI. MISCELLANEOUS

Section XI.01 Fiscal Year. The fiscal year of The Montgomery County Children's Opportunity Alliance Incorporated is based upon the fiscal year of the grants provided by the County; therefore, the fiscal year is from July 1 to June 30.

Section XI.02 Anti-Retaliation Policy.

- (a) The Corporation strictly prohibits any form of retaliation against an employee, Board Member or Officer who in good faith makes a complaint, raises a concern, provides information or otherwise assists in an investigation or proceeding regarding any conduct that the person reasonably believes to be in violation of the Corporation's Articles of Incorporation or Bylaws, or applicable laws, rules or regulations.

- (b) No Board Member, Officer or employee will be discharged, demoted, suspended, threatened, harassed, intimidated, coerced, or retaliated against in any other manner as a result of making a good faith complaint or assisting in the handling or investigation of a good faith complaint, that a provision of the Corporation's Articles of Incorporation or Bylaws, or an applicable law, rule or regulation has been violated. The Corporation prohibits Board Members, Officers or employees from being retaliated against even if their complaints are proven unfounded by an investigation, unless the Board Member, Officer or employee knowingly made a false allegation, provided false or misleading information in the course of an investigation, or otherwise acted in bad faith.
- (c) Any Board Member, Officer, or employee who violates this policy is subject to disciplinary action, up to and including termination of service.

Section XI.03 Financial Management. The finances of the organization must be maintained in a professional manner. The Treasurer shall report the financial condition to the Board on a periodic, at a minimum quarterly, basis. The Board may from time to time request additional reporting or accounting oversight from a Certified Public Accounting Firm.

Section XI.04 Amendments. These Bylaws may be altered, amended, repealed, or added to by a majority vote of the Board Members present in person, or by electronic device, at the next meeting at which a quorum is present.