

WOONSOCKET HEAD START CHILD
DEVELOPMENT ASSOCIATION, INCORPORATED

BYLAWS

ARTICLE I

PURPOSE

Section 1. Purpose. The Woonsocket Head Start Child Development Association, Incorporated (the "Corporation") is constituted for the purpose of planning, organizing, implementing, coordinating and executing comprehensive child development programs, to improve the social, emotional, intellectual and physical growth of the children and families participating in its programs, and in assisting children and families to make their fullest contribution to society, with particular emphasis on low income children and families.

The Corporation is a non-profit corporation organized exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), and regulations promulgated thereunder and more specifically as set forth in the Corporation's Articles of Incorporation.

Notwithstanding any other provision of the Articles of Incorporation of the Corporation or these bylaws, the Corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h)

of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 2. Powers. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction and/or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster, or attain any of the Corporation's purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of the Code and the rules and regulations promulgated hereunder.

Section 3. Non-Profit Status. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of any director or officer. In the event of the liquidation of the Corporation, whether voluntary or involuntary, no director or officer shall be entitled to any distribution or division of the Corporation's property or the proceeds thereof, and upon such liquidation, the balance of all money, assets and other property of the Corporation, after the payment of all its debts and obligations, shall be distributed to a non-profit corporation exempt from federal income taxation under Section 501(c)(3) of the Code for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or 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 in the State of Rhode Island,

exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

No director shall be personally liable to the Corporation for monetary damages for breach of the director's duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in the City of Woonsocket, State of Rhode Island or such other location as the Board of Directors shall determine. The Corporation may have such other offices or places of business, either within or outside the State of Rhode Island, as the business of the Corporation may require and as the Board of Directors may from time to time establish.

Section 2. Registered Office. The registered office of the Corporation need not be identical to its principal office and shall be located wherever the Board of Directors shall determine. The registered office may be changed from time to time by the Board of Directors in compliance with the provisions of applicable law.

ARTICLE III

MEMBERS

The Corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors as authorized under the Rhode Island Nonprofit Corporation Act.

Section 2. Duties and Responsibilities

The following are duties and responsibilities of the Board of Directors with respect to the administration of the Head Start program:

- (i) legal and fiscal responsibility for administering and overseeing the Head Start program, including the safeguarding of Federal funds
- (ii) adopt practices that assure active, independent, and informed Head Start governance
- (iii) participate in the development, planning, and evaluation of the Head Start program
- (iv) ensure compliance with Federal and State laws and regulations
- (v) establish procedures and criteria for recruitment, selection, and enrollment of children
- (vi) review all applications for funding and amendments to applications for funding
- (vii) establish procedures and guidelines for accessing and collecting information about program planning, policies and operations, including:

- (a) monthly financial statements, including credit card expenditures
- (b) monthly program information summaries
- (c) program enrollment reports, including attendance reports for children whose care is partially subsidized by another public agency
- (d) monthly reports of meals and snacks provided through programs of the Department of Agriculture
- (e) the financial audit
- (f) the annual self-assessment, including any findings related to such assessment
- (g) the communitywide strategic planning and needs assessment of the Head Start program, including any applicable updates
- (h) communication and guidance from the Office of Head Start
- (i) the program information reports
- (viii) review and approve all major policies of the agency, including agency progress in carrying out the programmatic and fiscal provisions in the agency's grant application, including implementation of corrective actions
- (ix) develop procedures for how members of the policy council are selected
- (x) approve financial management, accounting, purchasing and reporting policies, and compliance with laws and regulations related to financial statements, including the:
 - (a) approval of all major financial expenditures of the agency
 - (b) annually approve the threshold for major financial expenditures
 - (c) annual approval of the operating budget of the agency

- (d) selection of independent financial auditors who shall report all critical accounting policies and practices to the governing body
- (e) monitor the agency's actions to correct any audit findings and/or other action necessary to comply with applicable laws (including regulations) governing financial statement and accounting practices
- (xi) review results from monitoring including appropriate follow-up activities
- (xii) approve personnel policies and procedures, including policies and procedures regarding the hiring, evaluation, compensation, and termination of the Executive Director, Head Start Director, Director of Human Resources, Chief Fiscal Officer, and any other person in an equivalent position with the agency
- (xiii) establish, adopt, and periodically update written standards of conduct that establish standards and formal procedures for disclosing, addressing, and resolving:
 - (a) any conflict of interest, and any appearance of a conflict of interest, by members of the governing body, officers and employees of the Head Start agency, and consultants and agents who provide services or furnish goods to the Head Start agency; and
 - (b) complaints, including investigations, when appropriate
- (xiv) to the extent practicable and appropriate, at the discretion of the governing body, establishing advisory committees to oversee key responsibilities related to program governance and improvement of the Head Start program.

Section 3. Number, Tenure and Qualifications.

- (i) Number; Composition: The Board of Directors shall consist of not less than nine (9) nor more than twenty-one (21) directors. The composition of the Board of Directors

shall be as follows: 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 background and expertise in early childhood education and development. Not less than one (1) member shall be a licensed attorney. At least three members shall be parents of children currently or formerly enrolled in Head Start. One parent shall be the Chairperson of the Policy Council.

Remaining members shall be members selected from the community at-large. At large members shall be selected for their expertise in education, business administration or community affairs. In addition, the Board of Directors may elect as "Honorary Directors", any individuals who have made a significant contribution to the Corporation. No employees of the agency shall serve as Directors.

(ii) Election; Nomination; Tenure: The Board of Directors shall be self-perpetuating and shall be elected at the annual meeting of the Board of Directors. Nominees for the Board of Directors shall be collectively recommended to the Board of Directors by the Nominating Committee of the Board. The term of office of a director shall be one (1) year except that the Honorary Directors (described below) shall serve for their lifetimes. Each director of the Corporation shall hold office until his successor is elected and qualified or until such director's death, resignation or removal in the manner provided hereinafter.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the Board upon recommendation of the Nominating Committee of the Board.

Section 5. Removal. Any elected director may be removed by a majority vote of directors, at any meeting called for the purpose, whenever such removal shall be in the best

interests of the Corporation. Absence from three (3) meetings during any calendar year may result in removal upon recommendation to the Board of Directors by the Executive Committee and upon a vote of at least two-thirds (2/3) of the directors present at a meeting at which there is a quorum.

Section 6. Resignations. Any director may resign at any time by giving written notice to the Board of Directors or the President. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 7. Annual Meeting. An annual meeting of the Board of Directors shall be held in the month of November on such date and at such time and place as the Board of Directors shall determine. The annual meeting may be concurrent with a regular meeting.

Section 8. Regular and Special Meetings. There shall be at least six (6) regular meetings each year including the annual meeting. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate. A schedule of meetings for the year will be adopted by members in November. Special meetings of the Board of Directors may be called by or at the request of the President, the Executive Director or upon written request to the President or Executive Committee by at least three (3) directors. The President shall fix the date, time and the place for holding any special meeting of the Board of Directors.

Notice of any regular or special meeting shall be given at least five (5) days prior thereto by written notice by mail, email or facsimile to each director at the address provided by the director.

Section 9. Quorum. Fifty percent (50%) of the seated directors (excluding Honorary Directors) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than 50% of the seated directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting. The act or decision done or made by the majority of the directors present at a meeting (including Honorary Directors) duly held at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law, by the Articles of Incorporation or these bylaws. Meetings of directors may be held by means of a telephone conference and connection to such conference call shall constitute presence at such meeting.

Section 11. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed before or after such action by all of the directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Prohibition of Compensation. Directors may not be paid compensation for performance of their duties as directors except that directors may be reimbursed for out-of-pocket expenses spent in performance of their duties as directors.

ARTICLE V

OFFICERS

Section 1. Number. The officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer, and such other officers as may be deemed necessary by the Board of Directors. Each officer must be a director of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.

Section 2. Election and Term of Office. The officers of the Corporation specifically designated in Section 1 of this Article V shall be elected for one (1) year terms at the annual meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until such officer's death or resignation or removal in the manner hereinafter provided.

Section 3. President and Vice-President. The President shall be the principal executive officer of the Corporation and, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation. The President shall preside at all meetings of the Board of Directors and shall be a member *ex officio* of all committees of the Corporation. The President shall execute, on behalf of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution or delegation thereof shall be expressly delegated by the Board of Directors or by these bylaws to

some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall do and perform all duties incident to the office of President and such other duties as may be assigned to the President by these bylaws or by the Board of Directors.

The Vice-President shall perform all of the duties of the President in the President's absence, as directed by the President and as authorized by the Board of Directors.

Section 4. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, be custodian of the corporate records, and perform such other duties as the Board of Directors or the President shall assign.

Section 5. Treasurer. The Treasurer shall chair the Finance Committee, ensure that all financial documents of the Corporation are kept in proper form, establish an adequate reporting system for the Finance Committee, Board of Directors, or other appropriate authorities, and perform such other duties as the Board of Directors or the President shall assign.

Section 6. Removal. Any officer may be removed by a vote of the directors whenever in their judgment the best interests of the Corporation will be served thereby. Election of an officer shall not of itself create any contractual rights.

Section 7. Resignations. Any officer may resign at any time by giving written notice to the President or Secretary. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 8. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the vacated term.

ARTICLE VI

COMMITTEES

Section 1. Committees. The Executive Committee, shall be comprised of the officers of the Corporation and such other directors as the Board of Directors shall approve. The Executive Committee shall exercise all of the powers of the Board of Directors between meetings and as authorized by the Board of Directors. All business conducted at any Executive Committee meeting shall be ratified at the next Board of Directors meeting. In addition to the Executive Committee, there shall be the following standing committees: Nominating Committee Finance Committee. As the need arises, the Board of Directors, by resolution or consent, shall designate and appoint such other committees to advise the Board of Directors.

The President of the Board of Directors shall designate and appoint a Nominating Committee. The Nominating Committee will make recommendations on filling vacancies on the Board to the Board of Directors and shall present a slate of officers to be elected at the annual meeting in November.

The Board of Directors shall designate and appoint a Finance Committee. The Chairperson of the Finance Committee shall be the Treasurer of the Corporation. The Finance Committee shall submit for Board approval an annual operating budget for the Corporation, and shall advise the Board on all finance related matters of the Corporation.

Fifty percent (50%) of the members of any committee shall constitute a quorum for the transaction of business. The Board of Directors shall have the power at any time to change the membership of any committee, to fill vacancies on it, or to discharge it, but only to the extent permitted by applicable law or regulation. Every effort shall be made to ensure that all committees include Head Start parent representation. The designation of any committee in the delegation thereto of authority shall not operate to relieve any director of any responsibility imposed by law.

Section 2. Chairperson. The President shall designate and appoint one member of each committee to serve as Chairperson of that committee.

Section 3. Chairperson. A member of any committee of the Corporation may resign at any time by providing written notice to the President or the Secretary.

ARTICLE VII

CONFLICT OF INTEREST

The following persons are deemed ineligible for the Board of Directors as having a unresolvable conflict of interest if placed on the Board:

- (a) Individuals with Financial conflict of interest with this Corporation;
- (b) Individuals who receive compensation for providing services to this Corporation;
- (c) Employees of this Corporation;
- (d) The spouse or significant other of any salaried employee of the Corporation; and
- (e) Any family member, defined as child/step child, mother/step mother, father/step father, brother/step brother, sister/step sister and in-law equivalents, of any employee of this Corporation.

No person shall be elected to the Board of Directors who has a conflict of interest as described in this section. If after his/her election, a Director develops a conflict of interest as described in this section, he or she shall conclusively be deemed to have resigned from the Board of Directors and the vacancy shall be filled as prescribed in these By-Laws.

The Board of Directors shall establish, adopt, and periodically update a written corporate policy that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Directors, Officers, employees, consultants, and/or agents who provide services or furnish goods to the Corporation, and for maintaining the confidentiality of the Corporation's proprietary information.

FINANCIAL CONFLICT OF INTEREST POLICY

Section 1. Purpose.

The purpose of the conflict of interest policy is to help directors, officers and employees of the Woonsocket Head Start Child Development Association, Inc. identify situations that present potential conflicts of interest and or the appearance of a conflict of interest when it is contemplating entering into a Transaction, Arrangement or Contract that might benefit the private interest of a director, officer, employee, and other Interested Persons as identified in Section 2 below. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest.

The policy and procedures outlined here are specific to directors, officers, members of a committee with Board of Directors delegated powers.

Separate policy and procedures have been established for employees, consultants and agents who provide services or furnish goods to the Corporation.

Section 2. Definitions.

Interested Person.

Any director, officer, employee, member of a committee with Board of Directors delegated powers, consultants and agents who provide services or furnish goods who has a direct or indirect Financial interest, as defined below is an Interested Person.

If a person is an Interested Person with respect to any entity in the Woonsocket Head Start Child Development Association, Inc. he or she is an Interested Person with respect to all entities in the Woonsocket Head Start Child Development Association, Inc.

Financial Interest

An Interested Person has a Financial Interest if the person has, directly or indirectly, through business, investment or family:

- (a) An ownership or investment interest in; or serving as a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of any entity with which the Corporation has a Transaction, Arrangement or Contract.
- (b) A compensation Arrangement with the Corporation or with any entity or individual with which the Corporation has a Transaction, Arrangement or Contract, or
- (c) A potential ownership or investment interest in, or compensation Arrangement; or serving as a director, officer, agent, partner, associate, trustee, personal

representative, receiver, guardian, custodian, conservator or other legal representative of any entity with which the Corporation is negotiating a Transaction, Arrangement or Contract.

(d) Competing with the Corporation in the rendering of services or in any other Contract, Arrangement or Transaction with a third party.

(e) Having a compensation Arrangement or serving as a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to an entity or individual that competes with the Corporation in the provision of services or in any other Contract, Arrangement or Transaction with a third party.

Compensation.

Compensation includes direct and indirect remuneration as well as gifts or favors.

Family Members.

Is a spouse, domestic partner, parent/step parent, child/step child, or spouse of a child/step child, brother/step brother, sister/step sister, or spouse of brother/step brother or sister/step sister of an Interested Person.

Transaction, Arrangement or Contract.

Is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship. The making of a gift to Woonsocket Head Start Child Development Association, Inc. is not a Transaction, Arrangement or Contract.

Section 3. Procedures.

Duty to Disclose.

In connection with any actual or possible conflict of interest, and Interested Person must disclose the existence of the Financial interest or potential Financial interest, and be given the opportunity to disclose all material facts to the directors and members of the committees with Board of Directors delegated powers considering the proposed Transaction, Arrangement or Contract.

Determining Whether a Conflict of Interest Exists.

After disclosure of the Financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest.

- (a) An Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the Transaction, Arrangement or Contract involving the possible conflict of interest.
- (b) The President of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed Transaction, Arrangement or Contract.
- (c) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous Transaction, Arrangement or Contract from a person or entity that would not rise to a conflict of interest.
- (d) If a more advantageous Transaction, Arrangement or Contract is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or

committee shall determine by a majority vote of the disinterested directors that the Transaction, Arrangement or Contract is a conflict of interest and the Interested Person with the conflict of interest shall be deemed to have resigned from the Board.

- (e) If subsequent meetings are required they will be established by the Board of Directors or committee.

Violations of the Conflicts of Interest Policy.

- (a) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or potential conflict of interest, it shall advise the Interested Person of its decision and the Interested Person shall have to resign from the Board of Directors.

Section 4. Records of Proceedings.

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a Financial interest in connection with an actual or possible conflict of interest, the nature of the Financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

- (b) The names of the persons who were present for discussions and votes relating to the Transaction, Arrangement or Contract, the content of the discussion, including any alternative to the proposed Transaction or Arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements.

Each Director, officer, employee and member of a committee with Board of Directors delegated powers, consultant and agent shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflict of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Corporation is not for profit and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be confined to specific instances. No loan shall be made by the Corporation to any director.

Section 3. Checks, Drafts or other Similar Orders. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

INDEMNIFICATION

Section 1. Authority. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as a corporation exempt under Section 501(c)(3) of the Code, is not affected thereby, have the power to indemnify persons against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement arising from any threatened, pending or completed action, lawsuit or proceeding, as provided by the Rhode Island Nonprofit Corporation Act. The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his status as such.

ARTICLE X

EXECUTIVE DIRECTOR

The Corporation shall employ an Executive Director /Head Start Director who shall serve at the pleasure of the Board of Directors, provided however, no Executive Director/Head Start Director shall be hired or terminated without the approval of the Policy Council. An annual evaluation of the Executive Director/Head Start Director shall be conducted by the Board of Directors or by a designated committee of the Board.

ARTICLE XI

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August.

Section 2. Parliamentary Authority. The parliamentary authority shall be Robert's Rules of Order to the extent they are applicable and to the extent they are not inconsistent with these bylaws.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any

regular or special meeting of the Board of Directors need be specified in any written waiver of notice of such meeting.

Section 4. Interpretation. Whenever the context of these bylaws so dictates, the singular shall include the plural and the plural shall include the singular and the masculine, feminine and neuter shall be deemed to have been used interchangeably.

Section 5. Severability. If any provision of these bylaws is held to be invalid or unenforceable, all other provisions shall nevertheless be valid and remain in full force and effect.

Section 6. Books and Records. The Corporation shall keep correct and complete books and records at its principal office. Such books and records shall be open to any director at any reasonable time. Also, the Corporation shall keep at the principal office its three most recent annual IRS informational returns, along with a copy of any tax exemption application and IRS determination letter, such documents to be available for public inspection during regular business hours.

ARTICLE XII

AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any annual, regular or special meeting upon a vote of at least two-thirds (2/3) of the directors who are present at a meeting at which a quorum is present, provided that the notice of such meeting states the proposed change in the bylaws.

IMPASSE POLICY(also called internal dispute resolution)

Some actions require approval of both the Policy Council and the Board of Directors. Should there be disagreement between the two groups, the following internal dispute resolution procedure will be used to resolve the impasse.

Step I. The Board of Directors Chairperson and the Policy Council Chairperson meet with the Executive Director to resolve.

Step II. If the Chairperson of both boards are unable to reach agreement above, the issue will be brought to a larger group for mediation, composed of the Executive Committees of both boards with the Executive Director.

Step III. If agreement is not achieved at Step II, a disinterested Party acceptable to the Executive committees of both boards will be identified as the final arbiter. The decision of this individual will be binding.*

** The disinterested party may not be a parent or family member of children currently enrolled in one of WHSCDA, Inc.'s programs, a staff member, or one of WHSCDA, Inc.'s boards.*

By-Laws adopted December 17, 2008
Re-approved 9/5/2010