

# **Bylaws**

## **Little Friends at HAB, Inc.**

### **Article I**

#### **Name, Address, and Organization**

Section 1. Name. The name of the organization shall be Little Friends at HAB, Inc. (Little Friends).

Section 2. Address. The principal address of Little Friends is 4001 Hendricks Avenue, Jacksonville, Florida 32207.

Section 3. Organization. Little Friends is organized as a not-for-profit corporation under the laws of the State of Florida. It is the intent of the corporation that Little Friends perform at all times as an organization exempt from federal income taxation under the Internal Revenue Code.

### **Article II**

#### **Purpose**

The purpose of Little Friends is to provide affordable quality childcare and early education for the children of Jacksonville, in accordance with the provisions of Sections 501(c)3 and 501(k) of the Internal Revenue Code of 1986, as amended.

### **Article III**

#### **Board of Directors**

Section 1. Governance. Little Friends shall be governed by a Board of Directors (the Board), which is a fiduciary board. The Board shall manage and direct the affairs of Little Friends, shall be responsible for the adoption of thoughtful operational policies and the employment of fiscally conservative financial strategies, and shall supervise a fully qualified chief administrative officer (Principal) who shall be responsible for the day-to-day operations.

Section 2. Number. The Board will be composed of nine (9) members. The Board will have the sole discretion to increase or decrease the number of Directors from time to time as it sees fit.

Section 3. Qualifications. Membership on the Board is voluntary. Directors shall be 18 years of age or older. A majority of the Board shall be comprised of members of Hendricks Avenue Baptist Church. No two persons who are related by blood or marriage/domestic partnership may serve on the Board at the same time. No parent or grandparent of an enrolled child may serve as a Director, and no employee of Little Friends may serve as a Director. The Board will seek to recruit persons with applicable knowledge and skills and who are willing to financially support the programs of Little Friends. Each Director is expected to contribute annually an amount that is a gift from the heart, a gift that is significant to him or her.

Section 4. Election and Term. Directors shall be elected by a majority vote of those present and voting at a properly convened meeting for which a quorum is present. The term of office is three (3) years. Initially, however, the Chair of the Board will assign the Directors to one of three (3) classes so that the terms of one-third of the Board will expire in any given year. A Director's term of office begins and ends with the Annual Meeting. Following the completion of a first three-year term, a Director is eligible to stand for re-election to a second consecutive three-year term. After serving two consecutive three-year terms, Directors must stand down from the Board for a minimum of one (1) year before being eligible for further Board service.

Section 5. Powers and Duties. Directors are empowered to voice their view and to vote on all matters of business which come before the Board. The duties of a Director will include serving as a member of committees to which he or she is appointed and to attend all regular and special meetings of the Board unless prevented by illness, duties of employment, or other causes beyond the Director's control.

Section 6. Quorum. The presence of fifty-one percent (51%) of the Directors constitutes a quorum. A quorum is needed at any meeting where a vote is required.

Section 7. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Section 8. Vacancies. Whenever a vacancy occurs in the Board, nominations of new Directors may be presented to the full Board for its consideration, along with the nominee's credentials for service. The vacancy shall be filled without undue delay. A Director elected to fill a vacancy will serve the remaining term of the former Director he or she is replacing.

Section 9. Resignation and Termination. The Board may remove any Director with or without cause by a majority of those voting at any properly convened meeting at which a quorum is present. Resignation from the Board should be made in writing to the Chair and will be effective when the notice is delivered unless the notice specifies a later effective date.

Section 10. Conflict of Interest. Generally, no person who provides goods or services to Little Friends for which he or she is compensated shall be elected to serve as a Director. However, no contract or other transaction between Little Friends and one or more of its Directors, or any other corporation, firm, association, or entity in which one or more of its Directors are directors or officers or are financially interested, will be void or voidable because of such relationship or interest, because such Director is present at the meeting of the Board, or because the vote of such Director is counted for such purpose, if:

- (a) the fact of such relationship or interest is disclosed or known to the Board;  
and
- (b) the contract or transaction is fair and reasonable to Little Friends when it is authorized by the Board.

#### **Article IV**

##### **Fiscal Year**

The fiscal year shall be August 1 through July 31, to coincide with the school calendar year of Duval County Public Schools (DCPS). The Little Friends calendar will generally follow the DCPS calendar with regard to beginning and ending dates, holidays, and seasonal breaks.

#### **Article V**

##### **Regular, Special, and Annual Meetings**

Section 1. Annual Meeting. An Annual Meeting shall be held during the month of July of each calendar year. At the annual meeting the Directors shall elect new directors and officers, receive reports on the activities of Little Friends, determine the direction for the coming year, and approve an operating budget for the coming year.

Section 2. Regular meetings. The holding of regular meetings shall be at the discretion of the Chair, but not less often than quarterly.

Section 3. Special meetings. Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board.

Section 4. Notice. Notice of annual and regular meetings shall be sent to all members at least ten (10) days prior to the meeting date. Notice of any special meeting shall be given at least two (2) days in advance.

#### **Article VI**

##### **Confidentiality**

Directors shall not discuss or disclose information about Little Friends or its activities to any person or entity unless such information is already a matter of

public knowledge, or such person has a need to know, or the disclosure of such information is in furtherance of Little Friends' purposes or can reasonably be expected to benefit Little Friends. Directors shall use good business judgment in discussing the affairs of Little Friends with third parties.

## **Article VII**

### **Officers**

The officers shall be Chair, Vice-Chair, Secretary, and Treasurer. The officers shall constitute the Executive Committee.

**Section 1. Chair.** The Chair shall preside at all the meetings. The Chair shall also have the following duties:

- (a) Preside at all meetings of the Executive Committee.
- (b) Have general and active management of the business of the Board.
- (c) Submit a report of the operations of Little Friends for the fiscal year at the annual meeting, and from time to time shall report all matters that may affect the program.
- (d) Appoint all committees, including the committee chair, and serve as an *ex-officio* member of all committees.
- (e) The authority and duties customarily assigned to the office of Chair.

**Section 2. Vice-Chair.** The Vice-Chair shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair shall attend all Board and Executive Committee meetings.

**Section 3. Secretary.** The Secretary shall attend all the meetings of the Board and of the Executive Committee and will act as clerk thereof. The Secretary shall have the following duties:

- (a) Record all votes and minutes of all proceedings in a book to be kept for that purpose.
- (b) Assisted by a staff member (unless advised to the contrary, the staff member shall be the Principal), send notices of all meetings and take reservations for the meetings.
- (c) Perform all official correspondence from the Board as may be prescribed by the Chair.

Section 4. Treasurer. The Treasurer shall have the following duties:

- (a) Submit a complete and accurate report of the finances of Little Friends at each meeting of the Board.
- (b) Have the right of inspection of any funds resting with the Little Friends program, including budgets and audit reports.
- (c) Assist in audits of Little Friends funds according to generally accepted accounting principles.

Section 5. Election of Officers. The Governance Committee shall submit at the meeting immediately prior to the Annual Meeting (July) the names of those persons for the respective offices. Officers shall be elected each year for a one-year term. Nominees for officer positions must be members of the Board of Directors whose term as a Director is not scheduled to end before his or her term as an officer has ended. Nominations may also be made from the floor after the report of the Governance Committee. The election of officers shall be held at the Annual Meeting. Newly elected officers shall commence their term of service upon the adjournment of the Annual Meeting.

Section 6. Removal of an Officer. The Board, with the concurrence of two-thirds (2/3) of the Directors voting at a properly convened meeting for which a quorum

is present, may remove any officer and elect a successor for the remainder of the unexpired term. No officer shall be expelled without an opportunity to be heard, and notice of such motion of expulsion shall be given to the officer in writing twenty (20) days prior to the meeting at which the motion will be presented, setting forth the reasons for such expulsion.

Section 7. Vacancies. The Governance Committee shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent to all Directors in writing before the meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in which such vacancy occurred.

## **Article VIII** **Committees**

Section 1. Committee Formation. Aside from the standing committees established by these bylaws, the Board may create committees as it deems necessary for the governance of Little Friends. The Chair shall appoint all members of committees and all committee chairs.

Section 2. Executive Committee. The four officers serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and the Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board. Actions taken by the Executive Committee will be documented in writing and reported to the full board at the next scheduled meeting.

Section 3. Standing Committees.

- (a) Finance Committee. The Treasurer is usually the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual operating

budget in consultation with staff and other Board members. The operating budget for the coming fiscal year must be approved by the Board at the Annual Meeting. Any major change in the budget must be approved by the Board or the Executive Committee. Annual reports shall be submitted to the Board showing income, expenditures, and pending income. An annual report shall be published in a timely manner in the suitable church literature.

- (b) Governance Committee. The Governance Committee shall serve as the Nominating Committee, nominating Directors annually as directed by these Bylaws and as otherwise needed throughout the year. It shall nominate officers annually. It shall interpret and resolve for the Board any questions pertaining to the governance of the organization, and periodically it will review the bylaws to determine if amendments are needed. The Board Chair will appoint the Governance Committee Chair.

## **Article IX**

### **Little Friends Staff**

Section 1. Principal. The Board shall employ a chief administrative officer of Little Friends (the Principal) who shall serve at the will of the Board. The Principal shall be responsible for:

- (a) the implementation and execution of the Board's policies;
- (b) following the operational direction and guidance given by the Board;
- (c) the immediate and overall supervision of the day-to-day operations;
- (d) maintaining VPK accreditation at all times;
- (e) employing and managing staff, including hiring, discharging, and determining the salaries and other compensation of all staff members under the Principal's supervision;



- (f) selecting and recommending the most current childhood and early education curricula;
- (g) cleanliness and maintenance of facilities;
- (h) promoting and marketing Little Friends within the community; and
- (i) such additional duties as may be directed by the Board.

No Board member may individually instruct the Principal or any other employee.

Section 2. Reports. The Principal shall make such reports at the Board meetings as shall be required by the Chair or the Board. The Principal shall be an *ad-hoc, ex-officio* member of all committees.

Section 3. Employment of the Principal. The Principal may not be related by blood or marriage/domestic partnership to any member of the Board. The Principal may be hired by a majority vote and shall serve until his or her resignation or until removed by the Board upon an affirmative vote of two-thirds (2/3) of Directors present at a properly convened meeting for which there is a quorum. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Principal, who shall remain an employee terminable at will as provided in this Section.

Section 4. Books and Records. The Principal shall keep complete books and records for the affairs of Little Friends as needed to maintain its accreditation. These books and records include, but are not limited to, personnel files, attendance records, student records, staffing records, and the like.

## **Article X**

### **Amendments**

Section 1. Articles of Incorporation. The Articles of Incorporation may be amended, provided specific written notice is given in advance to the Board about the proposed changes. Amendments shall require a two-thirds (2/3) affirmative vote of the Directors present at a properly convened meeting for which there is a quorum.

Section 2. Bylaws. The Board may amend these Bylaws by majority vote at any properly convened meeting for which a quorum is present. Written notice shall be given setting forth the proposed amendment(s) to be affected.

We, the undersigned, are Directors of Little Friends at HAB, Inc., and we consent to, and hereby do, adopt the foregoing Bylaws of Little Friends at HAB, Inc.

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_\_  
day of \_\_\_\_\_, 2020.

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Juliette B. Mason, Chair

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Amanda G. Grissom, Vice Chair

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Caroline F. Welkley, Secretary

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John A. Mitchell III, Treasurer

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Robert M. Hill

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Jennifer B. Mayo

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Elizabeth E. Spradley

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Susan E. Stepp

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