

Article I - Introductory

Section 1.1: The name of the Corporation shall be the Fulton County Partnership. The Corporation is a not-for-profit corporation organized under the laws of the Commonwealth of Pennsylvania.

Section 1.2: These Bylaws constitute the code of rules adopted by Fulton County Partnership, Inc., for the regulation and management of its affairs.

Section 1.3: The mission of Fulton County Partnership, Inc. (a group of consumers and service providers) is to promote a quality life based on developing the fullest potential for children, families and individuals by addressing the needs of residents through an integrated, collaborative and comprehensive system of health, education and human services in Fulton County.

Section 1.4: Fulton County Partnership, Inc. carries out its mission through the following:

- A. Monitoring and assessing community needs, strengths and resources;
- B. Prioritizing identified needs, issues and interest;
- C. Developing a local vision, goals and strategies by which to impact on needs;
- D. Providing appropriate public relations to assure local commitment to the vision, goals and strategies;
- E. Collaborating locally to reorganize and integrate existing services.
- F. Identifying and instituting new practices and procedures that can improve the outcomes for services for children and families; and
- G. Insuring representation of target communities as target communities are selected; creating local Collaborative Boards to focus on specific targeted communities as a sub-set of Fulton County Partnership, Inc.
- H. Promoting health and welfare programs which prevent illness and assist in removing the burdens of illness affecting community members through a State Health Improvement Plan Partnership.

Fulton County Partnership, Inc. is expected to gain the participation of as many categorical service systems as possible. In addition to verbal support from these systems, they should pursue a commitment of resources from all of the publicly funded categorical systems as well as from the private or community based organizations to achieve and sustain the desired reforms.

These purposes shall include, but not be limited to, coordination of child care, transportation, employment, health and dental issues, information & referral, etc. as outlined in the Family Service Systems Reform grant proposal.

Article II: The Membership (Partners)

Section 2.1 Membership shall consist of an unlimited number of individuals or organizations interested in promoting a quality of life based on developing the fullest potential of children, families, and individuals in the greater Fulton County area who pay the membership fee. The Partnership will have representation of a variety of professions and perspectives such as health care, human services, education, faith based groups, business, law enforcement, government and consumers. It will also reflect demographics of the County as a whole. At a minimum the Partnership must include:

Seven (7) persons who have been customers of human services, public health or educational systems. These may include persons who are or have been customers as parents, grandparents, extended family or as children and/or youth. There are also additional members required by the Family Services Systems Reform grant. These individuals will serve on the Board of Directors as outlined in Section 3.1.

Section 2.2 All persons or organizations who shall have contributed to the partnership the annual membership fee prior to the annual meeting shall be considered a partner. The membership fee shall be a nominal amount determined by the Board of Directors on an annual basis. The seven consumer members shall be excluded from paying any fee. Each partner, except paid employees of the Fulton County Partnership, Inc. is entitled to one (1) vote at the annual meeting of the membership, and may, upon election to the Board of Directors hold office.

Each partner shall be qualified to originate and take part in the discussion of any subject that may properly come before any meeting of the partnership and may participate on committees as a non-voting member. .

Section 2.3 Meetings of the Membership Meetings of the Partnership shall include but not be limited to one (1) annual meeting to facilitate the election of Board Members and other business as pertinent to the Partnership. The annual meeting of Fulton County Partnership, Inc. will be held in July of each year at a location which shall be designated at least two (2) weeks prior to the date of the meeting. Number and content of additional Partnership meetings will be determined by the Board of Directors

Section 2.4 Special meetings of Fulton County Partnership, Inc. may be held at the call of the President or upon petition of at least ten members in good standing. Fifteen (15) members, present in person, shall constitute a quorum, and no business may be conducted except such as is set forth in the call for the meeting. Notice of all special meetings shall be in writing and mailed to each partner not less than ten (10) days before the meeting.

Article III - Board of Directors

Section 3.1 The Fulton County Partnership, Inc. shall be governed by a twenty-five (25) member Board of Directors. Each Board member shall be a member (partner) of the Partnership. All board members shall be elected by and from the partners. The Board of directors must include the following:

- A minimum of seven members of the board shall be consumers of or parents of consumers of Partnership services, and at least one must reside in each of the three school districts in Fulton County. These seven members may be represented at monthly meetings of the Board of Directors by a designated representative.
- A Fulton County Commissioner.
- A superintendent of one of the three school districts in Fulton County.
- The administrator from MH / MR Drug & Alcohol.
- The administrator from the Area Agency on Aging.
- The administrator from Juvenile Probation / Parole / Domestic Relations.
- The administrator from Services for Children.
- The administrator of the County Assistance Office

Eleven (11) of the Board members must be persons who represent that part of the community which has the highest needs. These members should represent community strengths, i.e. churches, grass-root service agencies, volunteer organizations, community leadership, etc.;

Section 3.2 The Board of Directors shall have full power and authority over the affairs and funds of the Partnership and shall create and/or approve policy. The Board is accountable to its funding sources and membership for assuring that program administration and operations comply with all relevant policies, guidelines and regulations.

Section 3.3 Election: Seven (7) Board Members are selected by position. Of the remaining 18 members, six (6) shall be elected by a majority vote of the partners present at each annual meeting of the Fulton County Partnership, Inc.

Section 3.4 Term: Each Board member elected shall serve a term of three years. There shall be no limit to the number of three (3) year terms a member may serve in a position

Section 3.5 A Board member may be removed without assigning any cause by a vote of two thirds of the Board members in office. A Board member may resign at any time by notice to both the Secretary and the President.

Section 3.6 The Board of Directors may fill vacancies created by resignations or by the provisions of paragraph 3.5. Directors so elected shall serve the unexpired term of their predecessor. Selection of Directors under this paragraph requires a majority vote of the Board.

Section 3.7 The Board president shall appoint all committee chairpersons, Standing and Ad-Hoc.

Section 3.8 Board of Director Meetings:

- a. Regular monthly meetings of Fulton County Partnership, Inc. Board of Directors shall be held at least once (1) per month on the third Tuesday of the month.
- b. Any action required to be taken at a meeting of the Fulton County Partnership, Inc. may be taken without a meeting, if consent in writing setting forth the action so taken shall be signed by a majority of the Board entitled to vote with respect to the subject matter.
- c. A quorum shall consist of ten (10) members of the Board of Directors
- d. It shall be the responsibility of the Executive Director to notify the Board of Directors of all meetings at least five (5) days prior to the date of the next meeting and to give personal notice to each Board Member of the meetings of the Board of Directors.

Written notice of the place, day and hour of all regular meetings of the Board of Directors shall be given by mail to the addresses supplied to the partnership for the purposes of notices and if none is supplied then to the last known residence address, at least five (5) days prior to the meeting.

- e. Special meetings of the Board of Directors may be called by the President whenever it seems advisable to do so or shall be called by the President at the written request of two (2) members of the Board. Notice of any special meeting of the Board of Directors shall be given to each member in writing, in person, by telephone, or by facsimile at least three (3) days prior to the meeting. The Special Meeting notice shall state the reason for the special meeting and no other business shall be conducted at that meeting.

Article IV – Governance

Section 4.1 Officers: Officers shall consist of the President, Vice President, Secretary, and Treasurer. Officers must be members of Fulton County Partnership, Inc., and members of the Board of Directors. A slate of officers will be presented by the Nominating Committee at the November meeting of the Board of Directors in the year that officers are to be elected. Elections shall be held at the December meeting with the new slate of officers taking office at the January meeting. Each officer shall be elected for a term of **two (2) year(s)**. While there are no minimum term limits for officers, none shall serve longer than her/his term on the Board.

Section 4.2 President:

The President shall call all regular meetings, preside at all meetings and perform all other duties generally incumbent upon a president, and as prescribed in these by-laws.

Section 4.3 Vice President:

The Vice-President shall preside at meetings in the absence of the President. The Vice-President shall assume the office of President upon the vacation of the president office for any reason. The Vice President may also perform such other duties as may be requested from time to time by Fulton County Partnership, Inc..

Section 4.4: *Secretary:*

It shall be the duty of the secretary to keep records of the membership, record the attendance at meetings, record and preserve the minutes of such meetings, and perform all other duties as may be assigned her or him by the board of directors. It shall also be the duty of the Secretary to preside at meetings in the absence of both the President and Vice-president.

Section 4.5 *Treasurer:*

The Treasurer, in conjunction with the Executive Committee and Executive Director, shall insure that an annual budget for the Partnership is prepared and that the execution of that budget is reviewed monthly. The Executive Director shall deposit all funds in local banks as directed by the Fulton County Partnership, Inc., and shall pay out such funds as approved by Fulton County Partnership, Inc. All checks over the amount of \$1,000, shall bear at least two signatures of the president, vice president, secretary and/or treasurer of the Partnership. The Executive Director shall keep an itemized account of receipts and disbursements and report these at the monthly meetings of the Fulton County Partnership, Inc. The fiscal agent will also provide an annual report at the annual meeting of the Partnership in July. The Executive Director may, in general, under the direction of the Partnership treasurer, perform all duties incident to the office of treasurer.

Section 4.6: Officers, employees, and others who may handle funds shall be bonded in such form and amount as the Board of Directors shall designate.

Section 4.7: Any officer elected or appointed to office may be removed by a two-thirds (2/3) vote of Fulton County Partnership, Inc. whenever in their judgment the best interest of Fulton County Partnership, Inc. would be served.

Section 4.8: The Secretary shall be required to review all minutes of meetings of the membership prior to the membership/board meeting and perform other such duties as required by the President.

Article V – Committees

Section 5.1 - Standing Committees: Standing Committees shall include but not be limited to Executive Committee, Transportation, Community and Family Health, Employment and Training, Bylaws, Finance, and Nominating.

a.) **Executive Committee**

An Executive Committee shall consist of the Officers of the Fulton County Partnership, Inc., and the Chairs of the standing committees and any ad-hoc committees that may be created. The Executive Committee shall have and may exercise all the powers of the Partnership, Inc. to transact regular business of the Partnership, Inc., provided any action taken shall not conflict with the policies and express wishes of the Board of Directors. The Executive Committee shall report its actions at the next regularly scheduled meeting of the Board.

- b.) Transportation Committee:
The Transportation Committee shall be comprised of at least three (3) members of the partnership. The Transportation Committee shall present to the Board recommendations regarding current and future transportation programs of the Fulton County Partnership, Inc.

- c.) Family and Community Health Committee:
The Family and Community Health Committee shall be comprised of at least three (3) members of the partnership. The Family and Community Health Committee shall present to the Board recommendations regarding current and future Family and Community Health programs of the Fulton County Partnership, Inc.

- d.) Economic and Workforce Initiatives Committee:
This Economic and Workforce Initiatives Committee shall be comprised of at least three (3) members of the partnership. The Economic and Workforce Initiatives Committee shall present to the Board recommendations regarding current and future employment and workforce programs and issues of the Fulton County Partnership, Inc.

- e.) Bylaws Committee:
The Bylaws Committee shall be composed of at least three (3) members of the Partnership and shall meet at least annually to review and propose changes, if any, to the Board for their consideration.

- f.) Finance Committee:
The Finance Committee shall consist of at least three (3) members of the Partnership and shall be responsible for the review of the preparation of the annual budget and shall regularly monitor the execution of the budget. The Treasurer shall chair the Finance Committee.

- g.) Nominating Committee:
The Nominating Committee shall consist of at least three (3) members of the Partnership and will meet at least annually to fill vacancies created as a result of action in paragraph 3.5. The Committee shall present a slate of officers as outlined in paragraph 4.1

Section 5.2 Ad-Hoc Committees: Ad-hoc committees may be established at any time by a majority vote of the Board in order to carry out the objectives and purposes of the Partnership.

Section 5.3: Unless otherwise provided in a resolution by Fulton County Partnership, Inc., a majority of the committee shall constitute a quorum and an act of such a quorum shall be the act of the committee.

Article VI- Employees

Section 6.1: The Board of Directors shall select and employ a competent and experienced Executive Director who shall be its direct representative in the management of the Partnership. The Director shall have the sole authority to direct the operations of the Partnership subject to the goals and policies established by the Board, the terms of these Bylaws, and the terms of any contracts related to the Partnership. The Director shall be an ex-officio, non-voting, member of the board and its Committees, required to attend all meetings; shall be the liaison between the Board and employees; shall work with the community and vendors; shall maintain the plan of organization; shall select, employ, control, and discharge all employees, including key management staff; shall develop and execute an annual, Board approved budget; shall submit to the Board the information and reports it requires, including monthly and annual financial reports; and shall perform all other duties in keeping with the position of Director, including maintenance of the physical plant. The Director shall present to the Board a monthly report detailing his/her activities. At least annually the Executive Committee shall evaluate his/her performance and give a report to the Board.

Section 6.2: Fulton County Partnership, Inc., through its Executive Director, may hire such employees as it determines necessary to carry out the intent and purpose of Fulton County Partnership, Inc. efforts.

Section 6.3: Employees of the Fulton County Partnership, Inc. shall be governed by personnel policies and procedures set forth by the Executive Director and approved by the Executive Committee.

Article VII - Fiscal Year

Section 7.1: The fiscal year shall begin on the first day of July and end on the last day of June of each year.

Article VIII - Amendments to Bylaws

Section 8.1: These Bylaws may be altered and amended adopted by a majority vote of Fulton County Partnership, Inc. Board members present at any regular meeting or any special meeting of the Board if at least ten (10) days notice is given of such intention to alter or amend the Bylaws at such meeting.

Article IX – Dissolution

Section 9.1: In the event of dissolution, either voluntary or involuntary, assets shall be used to pay debts and liabilities of the Corporation. Any remaining assets shall be returned to Fulton County.

Updated 6.19.01, at meeting of Executive Committee on June 6, 2001 Adopted by the FCPI Board of Directors at the regular meeting of the Board on November 20, 2001