

PROKIDS, Inc.

Amended and Restated

BYLAWS

ARTICLE I - NAME, STATUTORY AUTHORITY, AND ADDRESS

Section 1. Name

The name of this organization is ProKids, Inc. herein referred to as "ProKids".

Section 2. Statutory Authority for Bylaws

Pursuant to applicable statutory and regulatory provisions, ProKids adopts these Bylaws for the conduct of its business and performance of its duties. ProKids is an independent coalition of individuals participating on a voluntary and equal basis. No single entity claims ownership of ProKids or greater benefit.

Section 3. Address

ProKids mailing address is: ProKids, Inc., 1776 N. Meridian St., Suite 300, Indianapolis, Indiana, 46202.

ARTICLE II - MISSION STATEMENT

ProKids exists to promote the health and development of young children through: 1) access to available programs and, 2) services related to early intervention, and 3) education of family members and those who provide services to families and children.

ARTICLE III - GOALS

The goals of ProKids are to establish priorities for and oversee the appropriation and use of relevant private, state and federal funds for building and supporting a comprehensive system for child-centered services in Indiana.

ARTICLE IV - PROKIDS BOARD OF DIRECTORS

Section 1. Board of Directors

ProKids shall have no members. The ProKids Board of Directors will consist of individuals in the community who are interested in promoting the mission and goals of ProKids.

Section 2. Duration of Terms; Resignation

The full term of a ProKids Director shall be for two years following their election by the ProKids Board of Directors. There is no limit on the number of terms that a ProKids Director may serve.

ProKids Directors may be voluntarily terminated by submitting a verbal or written resignation to the President.

Section 3. Composition of Board of Directors

ProKids shall consist of at least seven (7) Directors on its board. The actual number of Directors of the board may be adjusted from time to time as determined by the voting ProKids Directors for any reasonable purpose, including, but not limited to, improvement of ProKids efficiency. Minimum composition of the Board of Directors of ProKids and the odd or even yearly termination of their positions shall be as follows:

1. President (even)
2. Vice President (odd)
3. Secretary (even)
4. Treasurer (odd)
5. Three (3) At Large Directors

Additionally, though not a Director of the ProKids board, the Executive Director shall participate in ProKids meetings.

Section 4. Nomination of ProKids Directors

The Executive Committee shall identify individuals to serve on the ProKids board and solicit their voluntary commitment to serve for two-year terms. At the Annual Meeting of the ProKids board, the Executive Committee will recommend its slate of ProKids Directors for approval, and at such Annual Meeting, the voting ProKids Directors shall elect Directors for all open positions.

Any vacancies in the ProKids Directors shall be filled by recommendation of the Executive Committee and subsequent approval of the voting ProKids Directors. A ProKids Director who has filled a vacancy shall serve until the expiration of the term of the ProKids Director creating the vacancy and until the Director's successor shall be duly elected and qualified.

Section 5. Duties of Directors

Directors of ProKids shall be responsible for:

- * disclosing any conflict(s) of interest according to Article V, Section 5,
- * preparing for meetings, including maintaining communication with local programs and representing their views at ProKids meetings,
- * regular attendance at ProKids meetings,
- * providing expertise and knowledge to advance ProKids goals, means, and service to constituents
- * acquainting the public with the mission and goals of ProKids, and
- * suggesting areas for collaboration and coordination, and advising on ProKids policy.

Section 6. Dues and Reimbursement

No Director shall be charged dues. No Director shall be reimbursed for services to the board.

ARTICLE V - MEETINGS OF PROKIDS BOARD OF DIRECTORS

Section 1. Place of Meetings

All ProKids meetings shall be held at a location that is accessible to individuals who have disabilities.

Section 2. Types of ProKids Meetings: Regular, Annual, and Special

Regular meetings shall be held at least annually. The regular ProKids meeting scheduled in January shall be designated as the Annual Meeting for the purpose of electing Board Directors and Officers.

Special meetings may be called by the President as required under emergency circumstances or to obtain Directors' input and vote. Any ProKids Director may request the President to call a special meeting of ProKids. The President shall refer this request to the Executive Committee for a decision to call a special meeting as requested.

Section 3. Notice of ProKids Meetings

An annual schedule for regular meetings shall be announced at the Annual Meeting of ProKids and distributed to ProKids Directors. Meeting reminders and minutes of the preceding meeting shall be sent to ProKids Directors for receipt at least five (5) working days prior to scheduled meetings of ProKids.

If a special ProKids meeting is called, written notice of the meeting and its purpose shall be communicated to all ProKids Directors at least five (5) working days before the meeting.

Notice of any meeting may be waived by a ProKids Director in writing filed with the ProKids' Secretary. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 4. Conduct of Meetings

All meetings shall be conducted according to Robert's Rules of Order Revised Edition to the extent that said rules are consistent with laws of the State of Indiana. Said rules shall be the final authority on conduct of the meetings. ProKids Directors may, by unanimous consent, waive the requirements of this section, but such waiver shall not preclude any Director from invoking the requirements of this section at any subsequent meeting.

Section 5. Conflict of Interest

As set forth in the ProKids Conflict of Interest Policy, all ProKids Directors will sign a Conflict of Interest Statement annually and agree to abide by the policy at all times during their service. Any ProKids Director whose organization receives grants or other fund sources accessed through ProKids shall avoid the possible perception of a conflict of interest by abstaining for the record from voting on measures which involve funding for that organization. No ProKids Director shall make demands or exert any pressure on any ProKids employee to direct choice of provider, authorizations of service or any grant funds to the ProKids Director or the ProKids Director's employer.

Section 6. Quorum for ProKids Meetings

A quorum shall consist of the voting ProKids Directors present as long as more than one-half of Directors are in attendance at a ProKids meeting. Except as otherwise provided under these Bylaws or provisions of law, no action shall be considered by the voting Directors at any ProKids meeting at which the required quorum is not present, and the only motion which the President or his or her designee shall entertain at such a meeting is a motion to adjourn.

Section 7. Action by ProKids

ProKids decisions shall generally be made by consensus. If consensus is not reached, a voice vote or show of hands shall be taken. During a duly held ProKids meeting at which a quorum is present, decision by simple majority shall be the action of ProKids, unless the act of a greater number is required by law or these Bylaws.

Section 8. Proxy Vote

An absent ProKids Director may authorize another ProKids Director attending the meeting to act as the absent Director's proxy pursuant to a written statement executed by the absent Director. Prior to voting, any proxy must submit the written statement to ProKids and be recognized by ProKids.

Section 9. Conflict Resolution

Any individual or organization may file a grievance to appeal an action of ProKids. The grievance must be in writing and received by the Executive Director no later than ten (10) calendar days from the date of notice of ProKids action. The Executive Director shall secure any necessary documentation and seek clarification as needed. The grievance shall then be forwarded to the President.

The President may take any or all of the following actions:

- 1) Seek resolution directly with the grieving party,
- 2) Request a written response from the chair of the committee(s) that provided recommendations to ProKids regarding the action under question;
- 3) Refer the grievance to the Executive Committee for consideration; and/or
- 4) Refer the grievance directly to the Board of Directors for action.

If reasonably possible, the President shall issue a written response or statement of resolution within ninety (90) days of the Executive Director's receipt of the grievance. The determination forwarded by the President shall be final and not subject to further appeal.

Section 10. Action by Consent

Any action required to be taken at a meeting of ProKids Directors, or any action which may be taken at a meeting of ProKids Directors, may be taken without a meeting but with the same effect as a unanimous vote at a meeting, if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all ProKids Directors entitled to vote with respect thereto, and such consent is filed with the minutes of the proceedings of the ProKids Directors.

Section 11. Electronic Voice Communication

Any meeting of ProKids may be attended by means of any form of electronic voice communication, provided that all ProKids Directors can simultaneously hear the proceedings and be heard by all ProKids Directors in attendance at the meeting. A quorum for the meeting so held shall be computed on the basis of all persons in voice contact with each other. Any meeting so held shall be a formal meeting of the ProKids Directors for all purposes, and any business may be transacted at such meeting that could be transacted if the ProKids Directors were assembled in physical proximity to each other.

ARTICLE VI - OFFICERS

Section 1 - Designation of Officers and Qualifications

The Officers of ProKids shall consist of President, Vice President, Secretary, and Treasurer.

Section 2. Election of Officers, Term of Office, and Vacancies

Candidates for Office shall be recommended by the Executive Committee, who will present the list of candidates at the Annual Meeting of ProKids, for election by the ProKids Directors. Officers shall normally serve for a two-year term following their election and until the Officer's successor shall be duly elected and qualified. Officers may not hold more than one office. Vacancies shall be filled by recommendation of the Executive Committee and elected by vote of the ProKids Directors. Any Officer filling a vacancy shall serve in the office until the expiration of the term of the Officer causing the vacancy and until the Officer's successor shall be duly elected and qualified.

Section 3. Removal

Any Officer may be removed, with or without cause, at any time by the ProKids Directors, by a majority vote.

Section 4. Duties of President

Subject to the general control of ProKids, the President, if present, shall act as leader and official spokesperson for ProKids. The President shall chair meetings of the ProKids Directors and the Executive Committee and shall be the ProKids Director's primary liaison to the Executive Director. The President, Secretary, and the Executive Director shall have signature authority for agreements, applications, contracts, and other official documents required to conduct ProKids business.

Section 5. Duties of Vice President

The Vice President shall chair meetings and act in the absence of the President.

Section 6. Duties of Secretary

The Secretary, or their designee, shall oversee the recording of minutes from ProKids meetings and the maintenance of board records. The Secretary shall be authorized to attest to execution of contracts and other official documents. As necessary for oversight of minutes and membership records, the Secretary shall provide liaison to the Executive Director.

Section 7. Duties of Treasurer

The Treasurer shall chair the meetings of the Finance Committee and provide reports on the fiscal status of ProKids. As necessary for oversight of financial records and processes, the Treasurer shall provide liaison to the Executive Director.

Section 8. Interim Officers

If the Bylaws are approved at a regular meeting other than the ProKids Annual Meeting, the ProKids Directors may elect individuals to serve in the President, Vice President, Secretary, and Treasurer positions on an interim basis until Officers are duly elected at the next Annual Meeting.

ARTICLE VII - STAFF TO PROKIDS

Section 1. Designation of Staff

The staff to ProKids shall be an Executive Director and such other staff positions as ProKids determines are necessary to implement its mission and goals.

Section 2. Duties of Executive Director

The Executive Director shall serve as an employee of ProKids to manage operations and development initiatives. The Executive Director shall prepare financial statements, budget reports, claim vouchers, federal and state forms/reports, and manage the day to day operations of ProKids. The Executive Director shall have signature authority for agreements, credit applications, contracts, bank accounts, checks, lines of credit, and other official documents required to conduct ProKids business.

Section 3. Performance Review

An annual performance review of the Executive Director will be conducted by the Board of Directors. The Executive Director shall report directly to the Executive Committee of ProKids. An annual performance review for each individual ProKids employee shall be conducted by their immediate supervisor.

ARTICLE VIII - COMMITTEES

Section 1. Standing Committees of ProKids

All Committee Meetings of ProKids shall ensure free and open participation at its meetings. The following standing committees shall be established for the following purposes:

Executive Committee – acts on behalf of ProKids, may meet privately for personnel issues and in emergency circumstances

Finance Committee – reviews financial statements, budget, audit and general accounting practices

Fiduciary Committee – acts solely in the interest of the retirement plan participants and their beneficiaries to ensure meeting the Prudent Person Standard, compliance with the plan document, selection of an appropriate investment menu, and selection and monitoring of service providers

Section 2. Committee Membership and Term

The Executive Committee shall be composed of the elected Officers and staff to ProKids. The elected Officers shall have voting rights on the Executive Committee and ProKids staff shall be non-voting participants of the Executive Committee.

For other committees, membership is open to ProKids Directors and any other interested individuals in the community. Committee members shall serve two-year terms beginning on June 1 of evenly numbered calendar years.

Section 3. Committee Chairs

The Executive Committee shall be responsible for proposing the Chairperson of any Ad Hoc Committee. The Committee's Chair, or their designee, is responsible for keeping records and minutes of the meeting.

Section 4. Committee Meetings and Action

Committees are responsible for scheduling their own meetings on an as needed basis. Each committee's tasks shall be conducted with the opportunity for input from all committee members. Committees shall make recommendations to ProKids board for review and consideration. The ProKids board may approve, modify, or reject committee recommendations.

Section 5. Ad Hoc Committees

ProKids may convene ad hoc committees as necessary to study and report on special or short-term tasks.

ARTICLE IX - EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

Contracts and other instruments to be executed by ProKids shall be signed, unless otherwise required by law, by the President or the Executive Director and attested to by the Secretary. ProKids may authorize any other person or persons, whether or not an Officer of ProKids, to sign any contract or other instruments.

Section 2. Checks and Notes

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued on behalf of ProKids shall be signed by at least two of the following: Officers of ProKids, Executive Director, or other designated ProKids employee. (State grant funds must be signed by the Executive Director.) In accordance with Article XIII of these Bylaws, ProKids shall maintain appropriate records evidencing such transactions, for the grants and funds it administers.

Section 3. Deposits

All funds of ProKids shall be deposited to the credit of ProKids, Inc. in such banks, trust companies, or other depositories as ProKids may select after appropriate consultation with the Treasurer.

Section 4. Gifts

The Executive Director may accept on behalf of ProKids any contribution, gift, bequest, or devise for the general purpose or any special purposes of ProKids. The Executive Director shall maintain appropriate records of such gifts and will report receipt of such gifts to the Treasurer and the ProKids Directors on a timely basis.

ARTICLE X - FISCAL YEAR

The fiscal year of ProKids shall begin on the first day of July and end on the last day of June of the following year.

ARTICLE XI - PROKIDS RECORDS

The Executive Director shall be responsible for safe-keeping of copies of minutes from meetings of ProKids Board of Directors' records, interagency agreements, ProKids Bylaws, and other records necessary for ProKids support and development. The Executive Director shall be responsible for safe-keeping contractual agreements and records of financial transactions, grant expense reporting, audits, and similar financial records. Records shall be open to inspection by ProKids Directors at reasonable times during office hours.

ARTICLE XII - AMENDMENT OF BYLAWS

Amendments to these Bylaws shall be proposed in writing and submitted to ProKids. Amendments shall be voted on by the Board of Directors of ProKids.

These bylaws were approved at a meeting of the board of Directors by a majority vote on January 11, 2019.



Signature, ProKids Secretary

4-26-19

Date