

**Johnson County Extension Council &  
Big Brothers Big Sisters of Johnson County**

**Board of Directors By-Laws**

**Forward**

Johnson County Extension, as part of its 4-H and Youth Programming, has developed a Big Brothers Big Sisters program affiliated with Big Brothers Big Sisters of America.

The mission is to create and support one-to-one mentoring relationships that ignite the power and promise of youth. The vision is that all youth achieve their full potential. By partnering with parents/guardians, volunteers, and others in the community we are accountable for each child in our program achieving: higher aspirations, greater confidence, and better relationships; avoidance of risky behaviors; and educational success.

The purposes of Big Brothers Big Sisters of Johnson County are:

- to match a child in a one-to-one relationship with an adult volunteer;
- to aid children from families in our service area in to become healthy and functioning adult members of their communities and of society through one-to-one mentoring or small group activities;
- to assist children in their continuing social, emotional, mental and physical development;
- to provide on-going supportive services to volunteer Big Brothers Big Sisters; to facilitate their effectiveness as agents of both stability and positive change in the lives of these children;
- and to cooperate with other organizations providing human services to children and their families for the purpose of optimizing the environmental factors essential to the children's long-term growth and development.

In the interest of furthering the goals of the Big Brothers Big Sisters of Johnson County and Big Brothers Big Sisters of America, a Board of Directors has been formed.

**Article I - Name and Operating Area**

Section 1. The name of this body is the Board of Directors of Big Brothers Big Sisters of Johnson County (the "Board").

Section 2. The organization shall restrict its service activities to the geographical boundaries of the Service Community Area, as defined by Big Brothers Big Sisters of America, unless an agreement with another BBBS organization is reached.

Section 3. Satellite offices may be established within the service area, upon execution of a Memorandum of Agreement in a form similar to that shown in Appendix A.

**Article II**

**– Governance: Extension Council**

Section 1. The governing body of the Board shall be the Johnson County Extension Council.

Section 2. The Extension Council shall approve the Big Brothers Big Sisters by-laws, strategic plan, Board appointments and budget.

Section 3. The Extension Council will provide in-kind support to the BBBS program for rent, office assistants, and other items deemed necessary by the Council.

Section 4. The Extension Council shall inform the Board of all matters of business relevant to the BBBS program and its operation.

Section 5. The Extension Council shall appoint one of its members to serve as a BBBS Board Member with full voting rights. The term of this member shall start in November of each year and shall be for a term of one year.

Section 6. The Regional Extension Education Director (REED) is employed by Iowa State University Extension and Outreach with responsibility for the total Extension Program in Johnson County and overall responsibility for all county employed ISUEO staff. That position serves as a manager for Extension and its bridge with the various staff and programs serving Johnson County Extension. The REED arranges for the Council to consider the BBBS budget, Board appointments, program changes effecting both BBBS and Extension, and to receive program reports.

### **Article III – Governance: Board**

Section 1. The Board will work cooperatively with the Extension Council, BBBS staff, and Big Brothers Big Sisters of America to further the goals and purposes of the BBBS program.

Section 2. The Board will determine both short-term and long-term objectives for the organization through appropriate planning activities. These objectives will be consistent with the strategic plan. The Board has responsibility for program development and maintenance. The Board has decision making power as set forth in these by-laws, as approved by the Johnson County Extension Council, which shall include the authority to negotiate and execute Memorandum of Agreements for satellite offices.

Section 3. The Board will assist staff members in carrying out the organization's plans by providing direction on matters of program development, implementation and policy.

Section 4. The Board will assure the quality of both the staff and program activities sponsored by the organization by conducting appropriate evaluation activities.

Section 5. The Board will publicize the organization's role in the community in order to educate the public about the needs being served and to recruit volunteers to serve as Board members and Big Brothers or Big Sisters.

Section 6. The Board will obtain the necessary resources and support for maintaining and developing the organization, including overseeing adherence to the requirements set forth by the funding agencies, where such are involved.

Section 7. The Board will abide by and implement these by-laws.

Section 8. Hiring: Upon recommendation of the ad hoc hiring committee and the approval of the REED, the Board Chair will extend the offer to the preferred BBBS program candidate.

Section 9. Meetings: There shall be at least six (6) Board meetings each year. An annual meeting of the Board shall be held in October of each year. Regular meetings shall be in a place accessible to persons with disabilities.

Section 10. Elections: The Board shall elect its officers at its October annual meeting and orient new Board members as they are onboarded throughout the year.

Section 11. Quorum: A simple majority of the members of the Board shall be present to constitute a quorum for business purposes. Members participating from remote/virtual locations shall be considered present.

Section 12. Voting: A majority of votes cast at any meeting at which a quorum of members is present shall be decisive of any motion or election.

#### **Article IV - Membership of the Board**

Section 1. Qualifications: Membership on the Board is actively sought from interested residents of the service community and is open to persons interested in the welfare of the youth in the service area. Former staff members of Big Brothers Big Sisters of Johnson County are ineligible for board membership for two years following the termination of their employment. All board nominees must pass an ISUEO layered background check.

Section 2. Attendance: Members of the Board are required to attend the meetings and participate in the election of the Board members and officers. Any member of the Board missing two consecutive meetings shall be subject to removal from the Board at the direction of the Executive Committee and with the approval of the Board. Attendance may be accessed via conference call or video conferencing.

Section 3. Satellite Office: The Board may choose to grant one seat on the Board to any satellite office that may be established, subject to the terms and limitations established in an agreement for the establishment of such satellite office.

Section 4 Composition: The number of members of this Board shall not be less than ten but not more than eighteen persons including the Board officers and the chairs of all committees. At least one member and/or staff person of the Board shall be a designee from ISUEO Extension Council.

Section 5. Vacancies: Vacancies on the Board shall be filled on the recommendation of the Executive Committee and by a majority vote of the Board before submission to the Extension Council for appointment.

Section 6. Term: Members of the Board shall be appointed to terms of three years. Board members shall serve no more than two full terms consecutively.

Section 7. Honorary Board Memberships. The Board may appoint honorary members at its discretion, which appointments shall be in addition to the duly-prescribed composition of the Board. Honorary members shall be non-voting members. Honorary Members shall serve a one-year term of office, subject to re-appointment at the discretion of the Board.

## **Article V - Officers**

Section 1. Titles: The officers of this Board shall be Chair, Vice-Chair, Secretary and Treasurer.

Section 2. Nominations: Officers will be nominated by the Executive Committee, with input from the Board, and submitted for election by the Board.

Section 3. Elections: The election of officers shall be held annually at the regular October meeting of the Board by a majority vote of the Board

Section 4. Term: All officers' terms of office shall begin at the regular November meeting for a term of one year, unless terminated by written notice of the Board. No officer shall serve in the same office for more than two consecutive years.

## **Article VI- Duties of Officers**

Section 1. Chair: The Chair shall preside at all meetings of the Board and the Executive Committee. The Chair shall implement the by-laws of the organization and perform such other duties as shall be adopted by resolution of the Board. The Chair shall have no vote during meetings of the Board, except in case of tie. The Chair shall serve as Chair of the Executive Committee.

The Chair, along with the REED, shall, no later than June 1<sup>st</sup> of each year, evaluate and set the salary level of the BBBS Executive Director within the limit established by the budget.

Section 2. Vice-Chair: The Vice-Chair shall perform the duties of the Chair, in the Chair's absence. In the event of a vacancy in the office of Chair, the Vice-Chair shall act as Chair until the Board elects a new Chair. The Vice-Chair shall perform other duties as assigned by the Board.

Section 3. Secretary: The Secretary shall keep the minutes and other official reports of the Board and shall conduct the official correspondence of the Board, as required and determined in cooperation with staff. The Secretary shall perform such other duties as may be assigned by the Board.

Section 4. Treasurer: The Treasurer shall participate in the preparation of the budget and shall review the monthly, quarterly and annual financial reports of the program. The treasurer shall review the financial records of the Big Brothers Big Sisters program and perform such duties as may be assigned by the Board. The Treasurer also serves as the Chair of the Finance Committee.

## **Article VII - Committees**

Section 1. Committee Types: The Board shall conduct its business in monthly sessions using a committee structure. Standing committees shall be: Executive, Finance, Event, Planning and Program, and Marketing Committee. There may be Ad Hoc Committees and Sub-Committees as determined by the Board, which may be comprised of staff and/or community members .

Section 2. Chairpersons: Committee chairpersons shall be approved by the Board. A committee chair must be a member of the Board. Committee chairpersons shall report to the Board during monthly meetings.

Section 3. Committee Members: Each Board member shall serve on a Standing Committee. Committee members shall be approved by the Board. Committee members need not be members of the Board and may be staff or at-large members.

Section 4. Powers: Decisions made by the standing committees shall serve as recommendations to the Board and will require approval of the Board before action is taken.

Section 5. Meetings: Standing committees shall meet at least quarterly or on an as needed basis and keep a written record of proceedings. Each meeting will be called at the initiative of the committee chair.

Section 6. Vacancies: Vacancies on the committees shall be filled by the Executive Committee, subject to the approval of the Board.

### **Article VIII – Duties of Committees**

Section 1. Duties, Generally: The committees shall set objectives consistent with strategic plan and provide input annually to the Planning Committee concerning program goals, as defined in the strategic plan.

Section 2. Executive Committee: The Executive Committee shall be comprised of the Officers, as well as the Executive Director, who shall serve as an ex-officio member.

The duties of the Executive Committee shall be to:

- provide leadership to the program, including setting goals and objectives for other standing committees;
- supervise the election of the Officers;
- orient new Board members in conjunction with the Executive Director;
- evaluate the performance of incumbent Board members and act to ensure an effective membership;
- evaluate progress toward annual goals and objectives;
- determine the needs of the Board for new members; and
- plan and implement recruitment for replacement of outgoing board members.

Section 3. Finance Committee. The duties of the Finance Committee shall be to:

- create annual fund development plan, and in conjunction with other committees and staff set goals for revenue generating activities; and
- review financial reports and make financial recommendations to the Board, including annual budget
- ensure alignment with ISUEO fiscal policy
- determine best practices regarding investment strategies
- Identify key metrics to track financial health

Section 4. Planning and Program Committee: The duties of the Planning Committee shall be to:

- plan for the long-term viability of the organization; including development of contingency plans in times of disruption
- conduct annual review of organization's strategic plan, suggest amendments needed to remain current and aligned with the Big Brothers Big Sisters of America Strategic Plan;

- recommend a revised strategic plan for adoption by the Board on an annual basis; and
- review the organizations' objectives to insure consistency with the adopted strategic plan.
- Monitor the scope and practice of programming and service delivery systems to insure consistency with local and national Big Brothers Big Sisters approved standards

Section 5. Marketing Committee: The duties of the Marketing Committee shall be to:

- design and implement plans for ongoing recruitment of volunteers to serve as Big Brothers and Big Sisters;
- insure the positive public image of the organization through appropriate media and community organization contacts;
- develop within the community an interest and awareness of program goals and objectives and their accomplishments; and
- provide ongoing media support and resources
- create and implement strategic promotion of fundraising events

Section 6. Events Committee: The duties of the Events Committee shall be to:

- Assist in identifying and performing outreach for event sponsorships for Bowl for Kids' Sake and other fundraising events;
- Work with event coordinator or respective staff to develop creative ideas for new fundraising and program events and enhancements to ongoing events;
- Assist in logistics and planning of events; including recruitment of volunteers to help during such events and securing in-kind resources;
- Coordinate and hold accountable board member involvement in planning and participation in at least one major event: Bowl for Kids' Sake, Big(s) of the Year, Fall Fundraiser (GIB) or Mentoring Breakfast.
- Partner with marketing committee in the promotion of all events

## **Article IX - Subcommittees and Ad Hoc Committees**

Section 1. Subcommittees and Ad Hoc Committees may be established to fulfill a specific task or function, or make a recommendation to the Board on a specific topic, as determined and directed by the Board.

Section 2. Subcommittees shall be chaired by a member of the standing committee of which they are a part and shall report regularly to their respective standing committees.

Section 3. Ad Hoc Committees shall report regularly on their activities to the Executive Committee. The chair of Ad Hoc committees need not be a member of the Board.

Section 4. Hiring Committee: In the event that the position of Executive Director becomes vacant, a search committee shall be appointed, consisting of the Board Chair and Treasurer, REED, an Extension Council liaison, 4-H YPS, BBBS Staff and other Board Members appointed at the discretion of the Board. Such ad hoc committee shall make a hiring recommendation to the Board after conducting all required due diligence.

## **Article X - Big Brothers Big Sisters Executive Director**

Section 1. Reporting. The Executive Director shall be directly responsible to the Board and the Extension Council, to which she or he shall report regularly.

Section 2. The Executive Director shall have the power to sign financial contracts, unless further signatures are required by ISUEO fiscal policy.

Section 3. The Executive Director shall have administrative responsibility for the Big Brother Big Sister program.

Section 4. The Executive Director shall serve as an ex-officio member of the Executive Committee of the Board and appoint a staff designee of all standing committees. Executive Director does not have voting privileges and serves in a consultative role.

Section 5. The Executive Director shall recommend staff additions as required and employ staff in cooperation with the Board-and REED.

Section 6. The Executive Director shall recommend salaries and benefits for program staff based on limits set forth in the approved budget. Board approval will be required to implement salaries and benefits.

Section 7. The Executive Director shall complete and submit the reports required by the Executive Council, the Board, and Big Brothers Big Sisters of America; shall make requests for funding and complete narratives essential to the functioning of the Big Brothers Big Sisters program. In the event of insolvency, intent to file bankruptcy, etc. it is the responsibility of the Executive Director to notify BBBSA pursuant to 7.14.4 of the Membership Affiliation Agreement.

## **Article XI – Financing**

### Section 1.

All money gathered or obtained for operation of the organization shall be deposited into the Johnson County Education Operating account and shall be restricted for use by the Big Brothers Big Sisters program in accordance to ISUEO fiscal policy.

### Section 2.

All money gathered or obtained for operation of satellite offices shall be deposited into the Johnson County Education Operating Account, with clear separate line items and shall be restricted for use by the Big Brothers Big Sisters of the satellite program in accordance with ISUEO fiscal policy.

### Section 3.

All checks drawn on the general fund of the organization shall be signed by the appropriate person within the Johnson County Extension according to fiscal policy Internal Control 3.2 Expenditures B.

### Section 4.

The fiscal year of the organization shall be July 1 through June 30.

Section 5.

There shall be monthly, and annual reports of the financial status of the organization prepared by the Executive Director and presented to the Board for approval. The Executive Director shall provide copies of all reports to the REED.

Section 6.

The Extension Council shall support the Board in its approved fundraising activities.

Section 7.

In the event that the organization dissolves, Iowa Code Chapter 504, Revised Iowa Non-Profit Corporation Act and any adopted policy of Johnson County Extension Council shall govern the procedure and distribution of assets.

**Article XII - Rules of Order**

Robert's Rules of Order, Revised, shall be used as the guide for parliamentary procedure at all business meetings.

**Article XIII - Affirmative Action**

The Board does not discriminate on the basis of age, disability, ethnicity, gender identity, genetic information, marital status, national origin, pregnancy, race, color, religion, sex, sexual orientation, socioeconomic status, or status as a U.S. veteran, or other protected classes. The Board encourages the full input of all minority and cultural groups to its deliberations and in its policy making. The actions of the Board shall in all ways reflect a sensitivity to the diverse groups within our pluralistic, democratic republic.

**Article XIV - Amendments**

Section 1.

These by-laws may be amended by a majority vote of the members of the Board at any regularly scheduled meeting of the Board, provided notice of any proposed amendment has been submitted to the members of the Board ten days prior to said regular meeting.

Section 2.

All amendments shall be submitted to the Johnson County Extension Council for consideration and approval.

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Passed by Big Brothers Big Sisters Board on November 29, 1984.

Submitted to the Extension Council and passed with revisions on February 5, 1985.

Amended May 29, 1986 - BBBS Board.

Approved by Johnson County Extension Council June 30, 1986.

Amended September 16, 1993 - BBBS Board

Approved by Johnson County Extension Council October 18, 1994

Amended June 20, 2002- BBBS Board

Approved by Johnson County Extension Council July 2002

Amended June 16, 2005- BBBS Board

Approved by Johnson County Extension Council February 21, 2006



Amended February 19, 2009- BBBS Board

Amended February 2014.- BBBS Board and Extension Council

Amended September 2015- BBBS Board

Approved by Johnson County Extension Council \_\_\_\_\_2015

Amended December 2018 – BBBS Board

Approved by Johnson County Extension Council January 15, 2019

Amended January 2020 – BBBS Board

Approved by Johnson County Extension Council, February 18, 2020

Amended January 13, 2021 – BBBS Board

Amended and approved May 26, 2021 – BBBSJC Board

Approved by Johnson County Extension Council, June 15, 2021

Appendix A:

Memorandum of Agreement  
Of Satellite Office  
*Currently no satellite offices in service area*