**By-Laws**

**First Step, Incorporated**

# **Article I**

The fiscal year shall begin July 1 and end June 30.

## **Article II**

## **Section 1 - Members**

The Board of Directors shall conduct the business of this corporation.

The Board of Directors shall consist of up to fifteen members. The Board of Directors will elect a President, Vice President, Secretary and Treasurer from its membership.

## **Section 2 - Board Vacancies**

Vacancies on the Board of Directors shall exist because of death, resignation, no residency, removal, or authorized increases and shall be filled in the same manner as originally elected.

a. The resignation of a member of the Board of Directors shall take effect upon receipt or on the date specified therein.

b. If the Board of Directors accepts the resignation of a member the Board of Directors tendered to take effect at a future time, a successor shall be elected to take office when the resignation becomes effective.

c. A person elected to the Board of Directors to fill a vacancy as in this section provided should hold office for the unexpired term of his predecessor, or until his death, termination, or resignation becomes effective.

d. Any member of the board may be terminated for just cause by a majority vote of members of the Board of Directors at any regular or special meeting of the Board.

e. The term of a Board Member may be terminated in the event he fails to attend three (3) consecutive meetings without a reasonable excuse.

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## **Section 3 - Board Duties**

The corporate Board of Directors shall have the following duties.

a. To adopt such necessary or appropriate By-Laws for the government of the corporation, as may be consistent with the Articles of Corporation and designed to carry out the objectives and purposes of the corporation. The Board of Directors shall determine the policies and activities and have general management of the Corporation.

b. It shall have the power to employ the Chief Executive Officer to manage the corporation’s programs.

c. Supervision of the Chief Executive Officer of the corporation to assure that his/her duties are properly performed.

d. Approve the annual plans and budget of the corporation.

e. Meet at such time and places as required by these By-Laws.

f. Register their addresses with the Executive Secretary of the corporation; notices of meetings mailed to them at such addresses shall be valid notices thereof.

g. Approve grants, contracts, working agreements or statements with such agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans and purposes of the corporation.

h. To issue an annual report concerning the activities of the corporation and include in the report a list of income, expenditures, assets, and liabilities and to make the report readily available.

### **Section 4 - Terms of Office**

At the initial meeting under the current By-Laws, terms will be drawn by the Board of Directors. There will be five 1-year terms, five 2-year terms, and five 3-year terms. All subsequent terms of office will be three years.

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### **Article III - Board of Directors Meetings**

**Section 1 - Regular and Special Meetings**

The Board of Directors will have 10 regular monthly meetings. The February meeting will be designated as the Annual Meeting. It may not be omitted.

 A special meeting may be called be the President or by the Secretary on the request of three board members. When necessary a telephone poll will be taken for voting purposes and made a part of the record at the next meeting.

### **Section 2 - Quorum and Voting**

A majority of the voting member of the Board of Directors in person or by proxy shall constitute a quorum. Chairman of all committees shall have the right to attend and speak at meetings of the Board of Directors but shall not vote unless they are a member of the Board.

### **Section 3- Presiding Office**

Meetings shall be presided over by the president of the corporation, or in his/her absence, by the Vice President. Robert’s Rules of Order shall govern the conduct of business in all cases in which they are applicable and not in conflict with the constitution and by-laws.

### **Section 4 - Meetings - Public**

All business meetings conducted by the corporation, including its annual meetings and all other meetings of the Board of Directors, other committees and councils (if any) except those dealing exclusively with internal personnel matters shall be open to the public and the public shall be given adequate notice of all such meetings. The corporation shall further make its records and data available, upon request to the public.

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#### **Article IV - Officers**

## **Section 1 - Corporate Officers**

The officers of the corporation shall be President, a Vice President, Secretary and Treasurer.

a. Officers shall be elected annually in February and shall hold office until he or she resigns or is otherwise disqualified to serve. The term of all officers shall be one year.

b. Resignation or Termination. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any-later time specified therein. The acceptance of such resignation shall not be necessary to make it effective. Any officer may be terminated from office for just cause at regular or special meeting by a majority vote or the Board of Directors.

## **Section 2 - Duties of the President**

The President shall preside at all meetings of the Corporation and of the Board of Directors. He shall appoint all committees, with the approval of the Board, and supervise directly or indirectly their work, except the Nominating Committee. He may appoint special committees as required. He shall act as the executive officer of the Corporation and, in general, perform the duties usually associated with the office of president. He shall present an annual report to the membership immediately following the close of the fiscal year.

## **Section 3 Duties of the Vice President**

The Vice President shall succeed the presidency in case of a vacancy in that office and shall perform the duties of the President in his absence or disability. He shall undertake such other responsibilities as the President may assign.

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**Section 4 - Duties of the Secretary**

The Secretary shall handle the correspondence, agendas, records, and notices of the Corporation and maintain a record of the proceedings of all meetings the Board of Directors. He shall be custodian of all records of the Board of Directors. He shall maintain and update names, addresses and terms of membership for the Board of Directors. He shall maintain an accurate record of all telephone polls.

## **Section 5 - Duties of Treasurer**

The Treasurer shall receive all board funds and shall maintain a complete and accurate account of funds received and disbursed. He shall deposit and disburse and such funds. He shall present an annual report to the members immediately after the close of the fiscal year listing all receipts and disbursements by budget categories.

## **Section 6 - Compensation of Officers**

Officers shall serve without compensation for their services as officers. Officers may receive reimbursement for reasonable expense in accordance with the policies established by the Board.

## **Article V - Committees**

## **Section 1 - Standing Committee**

The standing committees of this corporation and their duties are:

a. Finance Committee: The finance committee’s responsibility will be periodic review of the financial management of the corporation.

b. Building Committee: Review and plan maintenance of building, future space needs.

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## **Section 2 - Ad Hoc Committee**

The Board of Directors may authorize the creation, set the term and define the duties of study for ad hoc committees from time to time as necessary.

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## **Section 3- Ex-Officio Committee Members**

The President and the Executive Director shall be ex-officio members without the right to vote of all committees, however, the President cannot be a member of the nominating committee.

##### **Article VI - Conflict of Interest**

## **Section 1- Abstention from Discussion or Voting**

No member of the Board of Directors or Committee shall discuss or vote on any matter, which would involve conflict of interest.

## **Section 2 - Announcing Conflict of Interest**

Whenever a director or committee member has cause to believe that a matter to be voted upon would involve him in a conflict of interest, he shall announce the conflict of interest and shall abstain from discussing or voting on such a matter.

## **Section 3- Possible Conflict of Interest**

Whenever a director or committee member has a cause to believe that a matter voted upon would involve him in a conflict of interest he shall announce such possible conflict of interest and question of whether an actual conflict of interest exists shall be decided by a majority vote of directors of committee members.

## **Section 4- Other Persons**

Any other person may raise the question of conflict of interest with respect to any director of committee member present and the question so raised shall be decided in the same manner as if the director of committee member himself has announced the conflict or possible conflict of interest.

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### **Section 5 - Removal from Meeting Room**

Whenever a conflict of interest is found to exist with respect to any director or committee member is found to exist with respect to any director or committee such director or committee member shall remove himself from the meeting room while that item is being discussed or voted on.

## **Section 6 - Nepotism**

Employees that are paid by the corporation may not serve on the Board of Directors. The Chief Executive Officer may serve as a non-voting ex-officio Board Member.

## **Article VII - Amendments**

These By-Laws may be revised or amended by a majority vote of the Board of Directors, provided that the Board of Directors have been notified fifteen (15) days in advance.

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Board President Date

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Board Secretary Date