

Articles of Incorporation & Bylaws of Hilltown Village, Inc

Adopted November 22, 2016 by the Board of Directors of It Takes a Village

(Article IV, Section 1, amended June 6, 2017)

Articles of Incorporation & Bylaws updated March 31, 2020

Article III amended October 27, 2020

Article I – Name

The name of the organization shall be Hilltown Village, Inc. DBA It Takes a Village

Article II – Purposes and Policy

Sec. 1. Purpose. The purpose of It Takes a Village ("ITAV") is to provide practical, social, and emotional support services to families of infants and young children living in the Hilltowns of Western Massachusetts.

Sec. 2. Policy. No substantial part of the activities of ITAV shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ITAV shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article III – Officers

Sec. 1. Enumeration, Election, and Term of Officers. The officers of ITAV, (also known as the "Executive Committee") shall be a president, vice president, a secretary and a treasurer. The president shall be elected by the majority of the ITAV Board of Directors (the Board) and will serve a two-year term with the option of renewal. The vice-president, secretary and treasurer shall be elected by the majority of the Board and will serve a one-year term with the option of renewal.

Sec. 2. The President. The president shall preside at meetings of the organization except in the event of a potential conflict of interest. The president may, in the absence or disability of the treasurer, sign or endorse checks, drafts, and notes; shall sign all contracts and other instruments when so authorized by the Board; shall be an ex-officio member of all committees with full voting rights; shall have such usual powers of supervision and management as may pertain to the office of the president and shall perform such other duties as may be designated by the Board. In the event of absence, resignation, removal, disability or death of the president, the vice-president shall possess all the powers and perform all the duties of that office.

Sec. 3. The Vice President. The vice-president shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. In the event that the vice-president is not able to serve in this capacity, the Board shall elect one of their members to fill the vacancy.

Sec. 4. The Secretary. The secretary shall ensure that minutes are taken at all Board Meetings, and send all minutes to Board members and ITAV leadership staff within a month of the prior meeting.

Sec. 5. The Treasurer. The treasurer shall oversee all monies and shall have the authority to sign or endorse checks, drafts, and notes. The treasurer shall present periodic financial reports to the Board at its regular meeting and meet on a regular basis with the staff person in charge of finances for ITAV.

Article IV – Board of Directors

Sec. 1. Number, Election, and Term of Office. The ITAV Board shall consist of no fewer than seven elected or appointed directors whose terms of office shall be staggered to avoid having more than one-half of the board members be elected within any one year.

Sec. 2. Qualifications. Board members have a passion for supporting postpartum mothers and families; non-profit leadership and fundraising skills and experience; financial, legal, medical, mental health, or social service expertise; media/PR skills; knowledge of the culture of the Hilltowns and an understanding of specific challenges unique to rural mothers.

Sec. 3. Vacancies. Any vacancy occurring on the board by reason of the resignation, removal, death, or disqualification of an officer or director shall be filled by a majority vote of the remaining members of the Board.

Sec. 4. Powers and Duties. The Board of Directors will define the mission of the organization, set both short- and long-term priorities, approve and monitor the budget, monitor the financial and operational performance of ITAV, support the organization by making personal donations and participating in fundraising activities, foster contacts with related and giving organizations, and act as ambassadors for ITAV.

Sec. 5. Regular Meetings. There shall be no fewer than two regular meetings of the Board during the fiscal year. The president shall send notice of all regular meetings to each member of the Board/primary contacts no less than ten days before any such meeting, notice thereof giving the date, time and place of the meeting and the method of which the meeting shall be held. Throughout these bylaws, the term “send” shall mean to transmit electronically or otherwise in writing. No action taken at any regular Board meeting attended by a majority of the members of the Board shall be invalidated because of the failure of any member or members of the Board to receive any notice properly sent or because of any irregularity in any notice actually received. Board meetings shall be open to

leadership staff, Advisory Board members and others at the discretion of the Board members.

Sec. 6. Special Meetings. The president may call special meetings of the Board. All members must be notified of date, time, and place at least 10 days before the meeting is called.

Sec. 7. Resignation and Removal of Officers and Members of the Board. Two absences from a Board Meeting by any member during a fiscal year without valid reason, as determined by the Board, may constitute a resignation. Any member may be removed for cause as determined by a vote of two-thirds of the total membership of the Board not including the member sought to be removed, who shall have no right to vote with respect to any such action.

Sec. 8. Quorum. A majority of the Board shall constitute a quorum.

Sec. 9. Executive Committee. The elected officers shall constitute an Executive Committee to act in emergencies between meetings of the Board. Any action of the Executive Committee shall be submitted to the Board for approval at the next regular meeting.

Sec. 10. E-mail Voting. In the event of a need to hold a special meeting but weather conditions or other factors prevent a face-to-face meeting, the item to be considered may be shared via e-mail and a vote taken in said manner given that a quorum of the Board Members participate in the process.

Article V – Financial Administration

Sec. 1. Fiscal Year. The fiscal year of ITAV shall commence on July 1st of each year and shall end on June 30th of the following year.

Sec. 2. Financial Support. The Board will assist the staff in a joint effort to develop sustainable financial support for the organization.

Sec.3. Annual Budget. The annual budget will be developed by the Financial Manager of ITAV with input from the staff and Treasurer of the Board. A Draft Budget with line item notes will be provided to all members of the Board at least two weeks before the meeting at which the budget is to be presented and approved.

Sec. 4. Audit. The books of the treasurer shall be reviewed or audited annually by a public accountant and the review or audit shall be available in the files of ITAV.

Sec. 5. Distribution of Funds on Dissolution. In the event of a dissolution for any cause of ITAV, all monies and securities (assets) which may be owned shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article VI – Nominations and Elections

Sec. 1. The Board Governance Committee. The Board Governance Committee shall oversee nominations of Board officers and shall consist of at least three members, two of whom shall be members of the Board.

Sec. 2. Suggestions for Members. A biographical background of all persons who are being placed in nomination for Board Membership shall be provided to all members of the nominating committee.

Article VII – Parliamentary Authority

Sec. 1. Parliamentary Authority. The rules contained in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Article VIII – Advisory Board

Sec. 1. Purpose. The purpose of creating an Advisory Board is to assist ITAV staff and Board members with fundraising, programmatic input, community ties and fiscal sponsorship.

Sec. 2. Distinction from Board of Directors. Members of the Advisory Board would be subject to NONE of the sections under Article IV of these bylaws which means that they cannot act with authority of the Board of Directors and may not be relied upon in the same way or to the same extent as a Board Committee.

Article IX - Amendments.

Sec. 1. These Bylaws may be amended by a three quarters vote at any regular meeting of the ITAV Board, after due notice thereof.

Sec. 2. In the event that any provision of these bylaws is determined to be invalid or unenforceable under any statute or rule of law, then such provision shall be deemed inoperative to such extent and shall be deemed modified to conform with such statute or rule of law without affecting the validity or enforceability of any other provision of these bylaws.