BY-LAWS OF THE
FAMILIES AND CHILDREN TOGETHER, INC.
BOARD OF DIRECTORS

ARTICLE I
NAME, LOCATION AND DURATION

SECTION I. The name of this corporation shall be Families and Children Together, Inc., a nonprofit corporation incorporated under the laws of the State of Arkansas for the general purpose of administering various public benefit programs in Calhoun, Columbia, Dallas, Hempstead, Lafayette, Nevada, Ouachita, and Union Counties in the State of Arkansas.

SECTION II. The central office of the corporation shall be located at such place within the eight county area served by the corporation as may be designated by the Board of Directors.

SECTION III. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

SECTION IV. The period for which this agency is organized and incorporated shall be perpetual.

ARTICLE II
PURPOSE

SECTION I. The purpose and function of the corporation, shall be as follows: The corporation is organized as a Public-Benefit Corporation to be operated exclusively for charitable, educational, and benevolent purposes, such purposes being more specifically described, without limitation, as follows: (1) to provide a program of comprehensive child development and support services to families with regard to child and family development; (2) to mobilize resources to insure the continuation and improvement of services to benefit children and their families; (3) to coordinate the efforts of Program Directors, Staff, Parents and Friends in working toward the common goal of meeting and maintaining the Head Start Performance Standards as set forth in Head Start Program Performance Standards, 45-CFR 1304, November 1984 and in effectively administering other child development programs; (4) notwithstanding any other provision of these articles, the purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of 501-(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III
BOARD OF DIRECTORS

SECTION I. The principal representative body of the corporation shall be its Board of Directors which shall have general supervisory control of the corporation. All corporate power shall be exercised by or under the authority of, and the affairs of the corporation managed under, the Board of Directors; provided, however, that the authority of the board with reference to administration of Head Start, Early Head Start, ABC, and USDA programs shall at all times be subject to the applicable regulations of those programs and, to the extent provided by such regulations, the advice, consent, and participation of the Head Start Policy Council, ABC

Advisory Group, and any other governing body with responsibility for oversight or administration of such programs.

SECTION II. The original membership of the Board of Directors shall number ten (10) directors, with two (2) directors selected from the combined counties of Calhoun, Dallas, and Ouachita; two (2) directors from Columbia County; two (2) directors from the combined counties of Hempstead, Lafayette, and Nevada; and four (4) directors from Union County.

SECTION III. The members of the initial Board of Directors of the company shall be elected by a majority vote of the incorporators. Therefore, directors shall be elected by a majority vote of the Board of Directors. The board shall, by majority, vote to elect one of its members as Chairman and one of its members as Vice-Chairman, both of whom shall serve for a term of one year or until their successors are duly elected and qualified. The Chairman shall preside at all meetings of the Board of Directors. In case of the absence or disability of the Chairman, his duties shall be performed by the Vice-Chairman.

SECTION IV. Terms are considered to be five years in length and will be complete in September of the fifth year of service. However, a director may continue to serve until his or her successor is elected and qualified. Directors may vote (by simple majority) to invite a member to serve additional terms. Newly elected directors have the option of serving one year before committing to the complete five year term. After the first year of each director's term, if the director concludes that he or she does not wish to fulfill the complete five year term, the director may opt out of the remainder of the term. The board will seek to have one member with expertise in each of the following areas: (a) early childhood education and development, (b) law (licensed attorney), and (c) fiscal management or accounting. The board will try to have at least one former parent as a member, also. The number of directors comprising the board may be increased from time to time by a majority vote of the Board of Directors. In the event the number of directors on the board is increased, the Board of Directors shall use its discretion to assure that the eight counties served by the corporation are adequately represented, although, in the event of such an increase in the number of Board of Directors, there shall be no absolute requirement that each of the eight counties be represented by an equal number of directors.

SECTION V. A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer, or to the executive director or secretary. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the board may fill the pending vacancy before the effective date of the resignation if the board provides that the successor does not take office until the effective date of the resignation.

SECTION VI. A director may be removed by a majority vote of the directors present at a meeting which is called for that purpose, with or without cause. The notice of any such meeting shall state specifically that the purpose of the meeting is to consider the removal of a director. If a director misses three-fourths of the regular meetings at any given time, the board may vote to declare that director's position vacant. The secretary will notify the member of this decision and a search will begin immediately for a replacement. The board may choose to waive this right where there are extenuating circumstances or special requests.

SECTION VII. Vacancies on the Board of Directors may be filled by a majority vote of the remaining board members. If the directors remaining in office at the time the vacancy occurs constitute fewer than a quorum of the board, the remaining directors may fill the vacancy by the affirmative vote of a majority of all of the directors remaining in office at the time of such vacancy.

ARTICLE IV

MEETINGS OF THE BOARD

SECTION I. The corporations shall hold an annual meeting in November of each year for the purpose of reviewing the activities of the corporation over the previous year and conducting any other business the board deems appropriate.

SECTION II. Regular meetings of the Board of Directors shall be held at such times and places as the Board may designate. All meetings of the Board of Directors shall be open to the general public and be operated in compliance with the Freedom of Information Act. The board may permit in its discretion a director or all directors to participate in a regular or special meeting by conference call provided that all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

SECTION III. A special meeting of the Board of Directors may be called at any time by the Chairman of the Board and in his absence, by the Vice-Chairman, or by a majority of the Board of Directors.

SECTION IV. Notice of the time and place of each meeting of the board shall be given to each board member. Unless otherwise required by law to be in writing, the notice may be given by telephone or facsimile transmission. Notice of the date, time, and place of special meetings shall be given at least two (2) days prior to the meeting unless the meeting is for the purpose of removing a director or for any of the special purposes referred to in Arkansas Code Annotated 4-33-822 (b) in which event seven (7) days written notice setting forth the purpose of the meeting shall be required. Special meetings may be called without the required notice provided that any member not present waives notice of the meeting in writing at any time.

SECTION V. A quorum for the transaction of business at any such meeting shall consist of fifty percent (50%) of the total membership of the Board of Directors, but the Directors present at any meeting though less than a quorum, may adjourn the meeting to a future time.

SECTION V. A quorum for the transaction of business at any such meeting shall consist of fifty-one percent (51%) of the total members of currently seated Board of Directors, but the Directors present at any meeting though less than a quorum, may adjourn the meeting to a future time.

SECTION VI. Procedural matters not otherwise governed by the By-Laws or by specific action of the Board will be governed by Robert's Rules of Order.

SECTION VII. Upon a majority vote of a quorum of the board, the board may convene in an executive session provided that the requirements of the Arkansas Freedom of Information Act are complied within every respect.

SECTION VIII. At every regular or special meeting each member of the board shall be entitled to cast one vote which shall be cast personally by each member and not by proxy.

SECTION IX. In situations in which time or costs would preclude calling a regular meeting, and when the business is brief and uncomplicated, it will be permitted to use alternative methods such as e-mail or conference calls for voting purposes. All efforts will be made to involve every member. The total number of participation must be at least equal to the quorum required for a meeting at that date. A detailed recording will be kept and reported at the next regular meeting.

SECTION X. The secretary of the corporation will cause the minutes of each Board of Directors meeting to be recorded and preserved. The minutes are to be maintained in the principal office and copies mailed to each board member.

ARTICLE V

OFFICERS

SECTION I. The officers of this corporation shall be selected by the Board of Directors and shall consist of a Chairman, Vice-Chairman, and Secretary who shall serve at the pleasure of the board. The resignation, removal or replacement of an officer shall be governed by the provisions of the Arkansas Non Profit Corporation Act.

SECTION II. The Chairman shall be the chief executive officer of the corporation and as such shall have general supervision of the affairs of the corporation, subject to the control of the Board of Directors. He or she may enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation, except in cases in which the authority to enter into such contract or execute and deliver such instrument, as the case may be, shall be otherwise expressly delegated. In general, he or she shall perform all duties incident to the office of Chairman, as herein defined, and all such other duties from time to time may be assigned to him or her by the Board of Directors.

SECTION III. The Secretary shall direct the issuance of notices and sign minutes of all board meetings. The Secretary shall insure that financial records and other papers are submitted to the Directors for their approval as often as they may require; and shall perform all other duties as are incident to the office.

ARTICLE VI

POWERS OF THE BOARD

SECTION I. The board of Directors shall be responsible for the planning, coordination, evaluation and administration of the corporation's programs.

SECTION II. In this regard, the Board shall have the power to receive and administer funds pursuant to Title II of the Economic Opportunity Act of 1964, as Amended; to receive and administer funds and contributions from private or local public sources; to receive and administer funds under any Federal or State assistance program pursuant to the requirements of those programs.

SECTION III. The Board shall have the power to transfer funds received and to delegate powers to other agencies subject to its overall program responsibilities.

SECTION IV. The Board shall have the power to contract and to do any and all acts necessary to carry out its function in accordance with Title II of the Economic Opportunity Act of 1964, as Amended.

SECTION V. The Board shall have the right to approve personnel policies and procedures, including policies and procedures regarding the hiring, evaluation, compensation, and termination of the Executive Director and the hiring, compensation, and termination of the Assistant Director, Head Start Director, Human Resources Manager, Chief Fiscal Officer, and IT Manager. The Board delegates to the Executive Director the authority of hiring, evaluating, compensating and terminating all other agency employees in accordance to policies and procedures approved by the Board.

ARTICLE VII

FINANCE

SECTION I. The funds of the corporation shall be deposited in such bank or trust company as the board shall designate and shall be withdrawn only upon the check or order of such persons as the board may designate.

ARTICLE VIII

DISSOLUTION OF CORPORATION

SECTION I. If and when the corporation shall be dissolved, its dissolution shall be conducted in compliance with the laws of the State of Arkansas, the rules and regulations of agencies and organizations with whom the corporation has contractual obligations and the Articles of Incorporation.

ARTICLE IX

AMENDMENTS TO BY-LAWS

SECTION I. These By-Laws may be amended from time to time by a majority vote of the Board of Directors, provided that, prior to the election of the initial Board of Directors, amendments may be made by a majority vote of the Incorporators.

ARTICLE X

CONFLICT OF INTEREST

SECTION I. If a Board member believes he or she may have a conflict of interest in a matter involving a Board vote or other agency interests, the member must tell the Board Chairman before the issue is discussed during the voting procedure and must excuse himself or herself from the discussion and vote at that time. If there is a question as to whether something constitutes a conflict of interest, the Board of Directors will discuss the matter and take a vote with majority ruling.

SECTION II. If a majority of the Board believes that a conflict of interest is present, the Board member involved will be asked to exclude himself or herself from any discussion and any vote on the matter. If for any reason the Board member refuses to obey the request made by the majority of the Board, he or she will be immediately removed from the Board membership.

SECTION III. If a vote has been taken that later (within twelve months) is questioned in light of a possible conflict of interest involving a Board member, the Chairman will appoint a team of three (not including the Board member in question) to investigate the situation and report back to the Board at the next regular meeting, or earlier if necessary. If the Board Chairman is the member involved in the possible conflict of interest, the Vice-Chairman will appoint the investigation team.

SECTION IV. If a conflict of interest claim is found to be substantiated by the investigative team, the motion will be reconsidered (and a new vote will be taken) at the next regular meeting, or earlier if necessary. The Board may vote to (a) dismiss the Board member involved or (b) go on record as reprimanding the Board member.