

CAPITAL AREA COMMUNITY ACTION AGENCY, INC.

BY-LAWS

ARTICLE I. NAME, JURISDICTION, AND GENERAL DESCRIPTION OF AGENCY

A. Agency and Description

The name of this organization shall be Capital Area Community Action Agency, Inc., (Agency) a non-profit corporation incorporated under the laws of the State of Florida and recognized by the Florida Department of Economic Opportunity as the proper body to carry out the purposes and functions set out in these by-laws, as specified in Section 210 of the Economic Opportunity Act of 1964, Pub. L. 88-452. The central office of the Agency shall at all times be located in Tallahassee, Florida, or at such other location as the Board of Directors may from time to time designate.

B. Jurisdiction

Jurisdiction served in the Florida Big Bend area includes Calhoun, Franklin, Gadsden, Gulf, Jefferson, Leon, Liberty and Wakulla counties.

C. Fiscal Year

The Agency fiscal year begins the first day of October and ends the last day of September.

ARTICLE II. MISSION/PURPOSE

A. Mission

The Agency's mission is to provide a comprehensive, seamless system of services and resources to reduce the detrimental effects of poverty, empower low-income citizens with skills and motivation to become self-sufficient, and improve the overall quality of their lives, and our community.

B. Purpose and Function

1. To administer federal grant funds received from the Florida Department of Economic Opportunity (hereinafter the Department) and other federal, state, local, or private funding entities in Calhoun, Franklin, Gadsden, Jefferson, Leon, Liberty, Gulf and Wakulla counties, for the purpose of assessing, designing, operating, financing and overseeing anti-poverty programs in accordance with the requirements of state and

federal law, including sections 163.03(3), 420.33-.37, 409.508-.5093, Florida Statutes, and Rules 9B-22, 24, 57 and 65, Florida Administrative Code.

2. To work with local community groups, including persons who are poor and impoverished, other local government and/or public sector agencies, and the private sector, to seek out, identify, and eliminate or reduce the incidence of poverty within the communities.
3. To make the communities more responsive to the needs and interests of the poor by mobilizing available resources and bringing about greater community sensitivity through community involvement and public awareness programs.
4. To plan and establish priorities among projects, activities, and areas as needed for the most effective and efficient use of resources.
5. To evaluate, or to have evaluated, program effectiveness to ensure that resources expended actually do support approved objectives, and that those objectives meet the needs of the persons being served.

ARTICLE III. BOARD OF DIRECTORS

A. The Capital Area Community Action Agency Board of Directors is the Governing Board of the Agency responsible for ensuring effective policies and oversight for effective operations, sound financial management, efficient delivery of service, and planning in compliance with all federal, state, and local laws and regulations pertaining to these funds.

B. Membership

1. Numbers of Board Members

The tri-partite membership of the Board of Directors of the Agency, as required by 42 U.S.C. 9904, shall be selected and constituted by the Agency (as a Community Action Agency) so as to assure compliance with requirements of all three categories of membership.

- a. Public Sector** – up to one-third of the members of the Board may be elected public officials/bodies or their appointed designee;
- b. Poor Sector** – At least one-third of the members are persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of the poor in the area served; and

- c. **Private Sector** – the remainder of the members are officials or members of business, industry, labor, religious, welfare, education, or other major groups and interests in the community. Except as otherwise provided herein, the particular group, community or private organization from which the member is to serve shall be determined by a majority vote of the Board, upon a recommendation from the Executive Committee.
- d. **Members** – The membership of the Board shall consist of not less than a total of twelve (12) and not more than a total of twenty-four (24). The total membership of the Board shall be determined by the Board considering the number of counties served by the Agency; however, an uneven number of board members and officers shall be maintained and significant minority group representation must be continually present on the Board.

2. **Categories of Membership**

a. **Elected or Appointed Public Officials**

Florida Administrative Code (F.A.C.) 9B-22.11 (1) (a) requires that each county be represented on the Board but only requires that said representative be in the public sector for the first two years for a new county. The representatives of the public sector shall be elected officials who are selected to membership on the Board in the manner prescribed in this Article. Priority shall be given in the selection of public officials or their designee to serve on the Board from the county commissions in those counties served by the Agency. The Board will request that an elected official, or a representative appointed by the participating counties, be asked to serve on the Board. In addition, the term of the elected official or representative who serves as a board member is limited to their term in office as an elected official, in that all public officials serve at the pleasure of their constituencies and shall serve for as long as they maintain their status of public officials as defined by CA Memo 81. Public officials shall mean persons who were democratically elected by the people of their entire communities to represent their political interests. Those public officials, however, who are designated for representation on the Board may, if they wish, choose representatives to serve on the Board in their place or in their absence. The representatives need not be public officials themselves so long as they are duly

appointed by the public officials' governing body. In addition to the chief elected officials of counties served by the Agency or their representatives, every effort should be made to include representation for public officials with responsibilities for programs that are directly involved in anti-poverty efforts, such as public school, welfare, housing, and employment service officials. Letters reaffirming the delegation, signed by elected officials shall be required each calendar year regardless of the number of years or term length.

b. Representatives Selected from Poor or Impoverished Areas

The members of the Board which comprise the democratically-selected representatives of the poor shall reside in the areas from which they are selected to serve. Each year the Board may review the counties it serves and determine those target neighborhoods or communities from which selected representatives of the Board may be solicited to serve on the Board. Selected representatives must be elected by the residents of said neighborhood or community. Such representatives need not be poor themselves, but must be chosen in a manner to ensure that they truly represent the poor. The representatives of the poor shall be elected from target neighborhoods or communities, or organizations with at least 51% of its members from the Poor Sector. Such target areas shall be defined by district boundaries to be determined by the Board and shall circumscribe those areas of the community where poverty is concentrated. All residents of any given target area may participate in the election process, but special emphasis shall be given to insuring that those residents who are poor participate fully in the election process. Such elections, to the extent required by law, shall be subject to the Sunshine and public records law, and shall be done by secret ballot and election monitors will be present to distribute and collect one ballot per person. Persons voting, who must be at least eighteen years of age on the day of the vote, shall be required to present proof of residence and age so that only those eligible persons in the specific target area will be allowed to vote. Ballots will be counted before and after distribution to ensure that the same number that were issued were collected. The drafting of target boundaries and democratic elections of the representatives from those areas shall be done in such a manner as to insure proportionate representation of the poor community as a whole. Terms of elected

representatives of the poor shall be three years, with an additional three-year term possible for a maximum of six years based upon board approval. Terms shall be staggered such that no more than three representatives of the poor will have terms expire in the same calendar year.

c. Poor Sector Alternate

In addition to the Poor Sector Representative, a Poor Sector Alternate also may be elected from the Poor Sector. If the elected Poor Sector Alternate is unable to attend Board Meetings in the absence of the Poor Sector Representative, then a new Poor Sector Alternate must be elected or no Alternate shall serve. The Poor Sector Alternate may attend all Board meetings with the Poor Sector Representative, but the Poor Sector Alternate may vote only in the absence of the Poor Sector Representative. The Poor Sector Alternate shall be eligible for travel reimbursement only when the Poor Sector Representative is absent. If the Poor Sector Representative is elected to serve on the Executive Committee of the Board of Directors, the Poor Sector Alternate may not serve on the Executive Committee.

d. Representatives from the Private Sector

The representatives from the private community shall be selected to membership on the Board and shall serve a term of three years, and shall be staggered such that no more than three representatives of the private sector terms shall expire in the same calendar year. Any person chosen as a representative shall be a member of a private community group or organization which is entitled to representation on the Board, with such private community group having been determined by a majority vote of the existing Board to be eligible for membership on the Agency board. The private sector of the Board shall not constitute more than one-third of the Board's total membership at the time of selection. Private community groups shall be defined as any non-profit organization concerned with business, industrial, labor, religion, welfare, education, civic, professional, significant minority groups or other community interests which do not have legal responsibility to perform an official public governmental function but which do have the ability to assist the Agency with fund-raising activities. As many different private interests as possible shall be represented on the Board. If there are more private groups willing to serve than there are seats available, then a system of

rotation shall be devised to permit each such group an opportunity to serve. The affected groups will be notified of such rotation at least thirty (30) days prior to each annual meeting. If needed, the Board shall review annually the number and types of private community groups which are to be solicited for membership on the Board. The private community groups who will be entitled to representation on the Board shall be notified in writing of their selection and invited to select a representative to serve on the Board. The individual representative shall be a member of the group which he/she represents and each group or organization shall notify the Chairman of the Board of the name of its representative. Such individual's membership on the Board shall be voted upon at the next regularly scheduled meeting of the Board following their nomination.

e. Membership Committee Requirements

Recommendations for new members on the Board shall be made by the Membership Committee, which shall continuously review and report on efforts to seek out members within the communities served by the Agency consistent with this Article and 42 U.S.C. 9904. No person is eligible for appointment to the Board unless their eligibility was reviewed and verified by the Membership Committee. Consideration by the Board of whether a particular group, community, private entity or representative from a public body is eligible to serve on the Board shall be made at the meeting immediately prior to consideration of the selection of the member from that group, community, private entity or public body representative. However, target communities from which representatives of the poor are elected must be determined by the Membership Committee and the Board prior to an election being held. In addition, if necessary to stay within minimum board membership requirements, a special meeting may be called, with proper notice to all Board and Membership Committee members, to approve the nomination of a new member to the Board.

3. Seating new members to the Board of Directors

Public Sector Appointments to the Board shall be approved by a majority vote of the existing Board and officially seated on the Board. Newly elected Low-Income Sector members shall be introduced and officially seated on the Board. New Private Sector

members shall be approved by a majority vote of the existing Board and officially seated on the Board.

4. Terms of Office

No member of the Board may serve for more than two consecutive full or partial terms (6 years maximum), regardless of the sector of representation. A full term of office is three years from the date of acceptance of a member onto the Board. A member whose first term has expired but is awaiting reappointment can't vote at a Board meeting, nor will his or her attendance count towards a quorum until the reappointment is approved. The second term shall be deemed to commence three (3) years after Board approval for the first term.

5. Geographic Requirements for Membership on the Board

Every member of the Board who is selected to represent a specific geographic area within the community must reside within the area which he or she represents. This requirement of residency shall apply to:

- a. All representatives of the poor; Those public officials or their representatives who represent specific political subdivisions, wards, or districts; and
- b. Representatives of private community groups which are organized on a geographic basis.

6. Petitioning for Membership

Any private community group or representative group of the poor which feels itself inadequately represented on the Board may petition for adequate representation. Any such petition must be signed by fifty members of the petitioning group or by fifty percent (50%) of the bona fide members of that group or organization. The petitioning agency or group shall provide a written statement supporting its reasons for the petition. The Membership Committee shall review such petition, and shall make a recommendation to the Board on acceptance or denial of the petition. The Board shall, at its next regularly scheduled meeting, act on the petition and shall inform the petitioning group of its decision. The organization or group presenting such a petition shall be promptly afforded an informal open hearing before the Board in order that they may have a full and fair opportunity to present their request. When a petitioning group is granted a seat on the Board pursuant to such a hearing, that representative shall be promptly seated and

afforded all the rights and privileges of any other member of the Board. The Board shall then be readjusted and realigned in order to maintain the proper representation of public officials, the poor, and private members within the member limitation. A written statement of the Board's action on such petitions shall be submitted to the petitioning group and a copy of that statement sent to the Regional Community Services Administration.

C. Powers of the Board

Subject to the limitations of the Articles of Incorporation or other provisions of the By-Laws of this corporation and the applicable laws pertaining thereto, all powers necessary or proper to carry on the activities of this corporation shall be exercised by or under the authority of the Board of Directors. The Board of Directors may, at any regular or special meeting, delegate to or contract with any person or persons, any of the powers of the Board of Directors for the management of the affairs of this corporation, except the power to adopt, amend or repeal the By-Laws or the Articles of Incorporation. The principal representative body of this corporation shall be its Board of Directors, which shall be elected and will serve in accordance with the requirements of the Department, the provisions of 42 U.S.C. 9904, and the terms of this Article.

The powers of the Board of Directors include but are not limited to:

1. Appointment/dismissal and annual evaluation of the Executive Director;
2. Review and approval of the following: All internal and external monitoring reports – Agency Annual Report, Annual Audit Report, Pay Structure and Schedule.
3. Determine and approve, all personnel, fiscal, and program policies subject to Florida's Department of Economic Opportunity and the U.S. Dept. of Health and Human Services regulations and policies;
4. Determine and approve overall program plans and priorities;
5. Determine and approve all program proposals and budgets;
6. Enforce compliance with all conditions of grants and contracts from all sources;
7. Determine, subject to funding sources regulations and policies, rules or procedure for the Board;
8. Select officers and the executive committee; and
9. Review and approve all new members of the Board.

D. Voting and Quorum

Each member of the Board of Directors shall be entitled to one vote. The presence of not less than one-half of the Board, plus one member, shall constitute a quorum and shall be necessary to conduct the business of the Board. Participation in a meeting via telephone or internet is permitted for the purposes of attendance, quorum and voting at all Board and committee meetings. In the event a Board member is unable to participate, their vote is forfeited as the Agency has a “No Proxy provision”.

E. Removal and Recall

Any member of the Board of Directors may be removed by a vote of not less than two-thirds majority of the Board at a regular or special meeting called for such purpose and at which at least two thirds of the members of the Board are present. A vacancy shall thereupon exist upon the Board and in such office. Board members who fail to support Board activities through attendance at Board meetings or other activities as designated by the Board are subject to review for removal from the Board by a two-thirds majority vote. A board member who fails to attend two (2) regular meetings in a calendar year, will result in a letter, sent by certified mail, informing the member of their two absences in a calendar year. The notified member will have 30 days to respond to the letter with the reason for their absences. The Board will take into consideration the absences and determine if they are excused absences at the next Board meeting. A vote will be taken at that meeting to determine if the board member is removed or will remain on the Board. In the event of removal, the group, community or public body from which that person was selected, shall be immediately notified by mail and offered the opportunity to nominate another representative for membership on the Board.

F. Resignations

Any member of the Board may resign by addressing a letter to the Chairman of the Board, or to the Vice-Chairman upon resignation of the Chairman, outlining the facts of such resignation and the date upon which the same shall become effective. Any resignation so made shall become effective upon the date specified. The Executive Director shall enter such letter in the minutes of the meeting and a vacancy shall thereupon exist in the Board or in such office, effective on that date.

G. Vacancies

Any vacancy which occurs on the Board for any reason shall be filled in the same manner and by the same body which originally sent a representative to that seat. Such representatives shall serve for the remainder of the unexpired term, and shall be eligible for reappointment to the Board at the end of the expired term. A vacancy shall be deemed to exist on the Board or in any office in the event of the death or incapacity of a member, or a member's removal, recall or resignation, or in the event the number of members on the Board is increased. The number of Board members may only be increased by a two-thirds majority vote of the existing Board at a regular or special meeting called for that purpose. A vacancy may be temporarily filled by a majority vote of the Board until such time as the vacancy is filled through the process described in this Article.

ARTICLE IV. OFFICERS

The officers of this corporation shall be the Chairman, Vice-Chairman, Secretary, Treasurer and Member-at-Large. All officers of this Corporation shall be duly elected or selected members of the Board. The Officers of the Corporation shall constitute the Executive Committee.

A. Chairman of the Board

The Chairman shall be the principal representative of the corporation and, subject to the control of the Board, shall in general, supervise all of the business and affairs of the corporation. When present, the Chairman shall preside at all meetings of the Board. The Chairman may sign, with any other designated individuals thereto authorized by the Board, any contract, check, agreement, or other instrument which the Board has authorized. The Chairman shall, in general, perform all duties of the Office of Chairman and such other duties as may be prescribed by the Board from time to time.

B. Vice-Chairman

The Vice-Chairman shall perform all duties of the Chairman of the Board in absence of that officer. The Vice-Chairman shall be in charge of committee assignments and may perform such other duties as may be assigned by the Board.

C. Secretary

The Secretary shall:

1. Attest minutes of the Board meetings;
2. Attest legal documents for the corporation; and

3. Perform other duties as may be prescribed for the Secretary by the Chairman, Vice-Chairman, or the Board.

D. Treasurer

The Treasurer shall:

1. Keep and maintain, or cause to be kept and maintained, adequate and correct amounts of all the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts and disbursements;
2. Sign checks, with the signature of at least one other person designated by the Board;
3. Present a financial report to the Board each month; and
4. Other duties as may be prescribed by the Chairman, Vice-Chairman or the Board.

E. Member-at-Large

The Member-at-Large shall represent the views of the remainder of the Board, and shall be a board member from the representatives of the poor, as well as other duties as may be prescribed by the Chairman, Vice-Chairman or the Board.

F. Other Requirements

The Chairman of the Board, Vice-Chairman, Treasurer, Secretary and Member-at-Large, along with centralized office personnel of this corporation, shall be bonded. No officer of this corporation shall receive compensation for duties performed in the exercise of the duties of his/her office. All officers of the Board shall be elected bi-annually in January in even numbered years, and seated at the same meeting. The Nominating Committee shall present a slate of nominees and qualification at the November regular meeting of the Board of Directors prior to the January election. Officers will also be formally seated following their election. Officers shall serve a two-year term which shall be staggered such that no more than three officers leave office each year, or until the seating of their successors. Officers may succeed themselves in office upon a majority vote of the Board. The January annual meeting at which officers are elected and installed shall also be reserved for presentations of awards and certificates for outgoing officers, members, or officers and members who left the Board between annual meetings. Any vacancy in any office because of death, resignation, or otherwise, may be filled by the Board for the unexpired portion of that term. All official records or other instruments belonging to the agency that are in the possession of out-going Board members or officers of the Board will be turned over to persons succeeding them.

ARTICLE V. CONFLICTS OF INTEREST AND NEPOTISM

A. Conflicts of Interest

No member of the Board, other policy groups or staff shall receive gifts, money or other gratuities from:

1. Persons receiving benefits or services under any program financially assisted by any local, state or federal agency or any other public or private agency;
2. Any person or agency performing services under contract; or
3. Persons who are otherwise in a position to benefit from the actions of any Board or staff member. This section shall prohibit the purchasing of goods, space, and services by members of the Board or staff if such Board members or staff have a substantial interest in the purchase or rental and/or if members of the immediate family have substantial interests therein, except as provided below:
 - a. Purchases or rentals of goods space and services from the same supplier at a total cost of less than \$ 200 within any 12 month period;
 - b. Purchases or rental of goods or services if there is no other supplier in the community served by the program or within a radius of 50 miles, which is larger;
 - c. Purchases or rentals of goods, services or space from the lowest bidder in accordance with rules for advertised competitive bidding under seal;
 - d. Purchase or rentals of standardized goods at the lowest price offered after all local suppliers in the community have been contacted for quotation; or
 - e. Purchase of services or rental of goods of space from public or private non-profit organizations at cost or at general rates previously established by those organizations.

The term "substantial interest" includes the following:

1. Any direct or indirect financial interest in the specific sale or rental transaction, including a commission or fee, a share of the proceeds, the prospect of promotion, a profit, or any other form of financial reward; and,
2. Any of the following interest in the business which is supplying the goods, space, or services to the purchasing or renting grantee or delegate agency:
 - a. Ownership,
 - b. Partnership interest or other beneficial interest of 5% or more,

- c. Ownership of 5% or more of the stock
- d. Employment as an executive officer, or
- e. Membership on the Board of Directors or other governing board.

B. Nepotism

No member of the immediate family of a member of the Board, policy group or senior staff or other person who makes or influences the making of policies governing the operations or activities of the Agency shall be employed by this agency, income status notwithstanding.

Immediate Family: The term “immediate family” shall include husband, wife, father, mother, brother, sister, son, daughter, son-in-law, daughter-in-law, father-in-law, mother-in-law, brother-in-law, or sister-in-law.

ARTICLE VI. MEETINGS OF THE BOARD

A. Annual Meetings

The annual meeting of the Board of Directors shall be on the fourth (4th) Tuesday of January. Board elections shall be held bi-annually in even numbered years unless otherwise changed by the Chairman and a majority vote of the members of the Board.

B. Regular Meetings

Regular meetings shall be held bi-monthly on the 4th Tuesday at a time and place designated by the Board. To the extent required by law, such meetings shall be open meetings as defined in Florida’s Sunshine Laws. The meeting date may be changed by the Chairman with a majority vote of the Board.

The Board will have regular meetings including the annual board meeting in the months listed below:

- January (Annual Meeting)
- March
- May
- July
- September
- November

C. Meetings and Notice Requirements

1. Special meetings

Special meetings may be called by the Chairman, or in his or her absence, the Vice-Chair with the notice provisions of regular Board Meetings. Emergency Board meetings needed to protect the assets and welfare of the Agency may be called by the Chairperson with less than 10 days with notice acceptable under Florida's Sunshine Law.

2. Notice of Meetings

Written notice stating the place, date, time of each meeting shall be delivered to each Board member and shall be communicated via public notice acceptable under Florida's Sunshine Law at least ten (10) but no more than 30 days prior, to such meetings. Such notice in the case of all special meetings shall include the agenda of that meeting.

3. Records of Meetings

Written minutes of all meetings must be maintained and made available to the public with the exception of those that have been designated "closed" meetings by the Board. It shall be the policy of this Board to make available to the public not only proceedings of its meetings but other records as well that are in the public interest with the exception of sensitive personnel data. In accordance with the Federal Civil Service Commission and the Freedom of Information Act, such personnel information as name, position/title, salary, date of hire, etc. will be considered public information and can, therefore, be released. The Agency, to the extent required by law, shall be subject to Chapter 119, Florida Statutes, the Florida Public Records Act.

4. Meeting Location(s)

All meetings of the Board of Directors shall be held at the location of the Agency office, or any other place designated by the Board from time to time.

D. Open Meetings

All regular, special, and emergency meetings or meetings of two or more Board members concerning Agency business shall be properly noticed and open to the general public. Those portion of meetings which address sensitive personnel actions or unevaluated data of a sensitive nature may be considered private and may be held in closed session upon a majority vote of the Board.

E. Robert's Rules of Order

The parliamentary procedures of all meetings of this Corporation shall be conducted in accordance with Robert's Rules of Order, Revised.

F. Secret Ballots

To the extent authorized by law and upon request of any Board member, secret ballots will be used in voting on all motions to (1) call a closed session of the Board, (2) remove a Board member for cause, (3) hire or fire the Executive Director of this corporation, and (4) elect any officer of this corporation.

ARTICLE VII. COMMITTEES OF THE BOARD

A. Executive Committee

The Executive Committee, made up of the Chairman, Vice-Chairman, Secretary, Treasurer, and Member-at-Large, shall act for the full Board in between regular meetings and/or at times when it is inconvenient to convene the full Board and shall perform the following functions:

1. Resolve all issues that do not necessarily require the attention of the full Board;
2. Provide temporary approval on items that do require actions of the full Board;
3. By the above actions, make it easier for the Board to transact its regular business; and, report to the full Board.

Repeat absences of an Executive Committee member will require a letter being sent after four (4) Executive Committee absences and removal after a missed fifth (5th) meeting in a Board year.

B. Standing Committees

The Chair shall appoint certain standing committees of the Board, as deemed necessary by this corporation. Such standing committees shall include, but not be limited to: Personnel Committee, Program Planning and Oversight Committee, Membership/Nominating Committee, and Public Relations/Fundraising Committee and Budget and Finance Committee.

C. Personnel Committee

The Personnel Committee shall be made up of at least three members and shall have as its objective:

1. To review that agency personnel policies and procedures are developed and implemented in accordance with local, state and federal law;
2. To assure that equal employment opportunities are available to all interested individuals;

3. To review implementation of all applicable equal opportunity laws, executive orders and rules and regulations; monitor, supervise, and evaluate the Agency;
4. To review that the Agency pay structure and schedule is developed and implemented with accordance with local, state and federal law.
5. To receive, review, and act on all complaints of discrimination; and
6. To make recommendations and, reports to the full Board for final consideration.

D. Program Planning and Oversight Committee

The Program Planning and Oversight Committee shall be made up of a representative of the Executive Committee and other Board members as appointed by the Vice Chairman. The Directors of Head Start and Family Services shall serve as ex-officio members of the Committee. The objectives of this committee shall be:

1. To oversee and guide all program planning undertaken or to be undertaken by the agency making sure that all agency programs meet the needs of economically disadvantaged residents of all participating counties;
2. To review overall program performance and compliance with local, state, and federal funders; and
3. To propose to the full Board for final consideration new programs or revisions of programs based on community needs.

E. Membership/Nominating Committee

The Committee shall be made up of at least three members, appointed by the Chair, and shall have as its objectives:

1. The continual review and consideration of existing and new groups, communities, or individuals for possible membership on the Board consistent with the membership requirements of these By-Laws;
2. Responsibility to seek out new members for service on the Board and to accept nominations, prepare ballots, and present qualifications of candidates for office or Board membership;
3. Ensure that the board maintains equal representation among the three tiers of membership for the Board; and
4. To ensure a board composition representative of the populations and geographic areas served.

F. Public Relations/Fund Development Committee

The Public Relations/Fund Development Committee shall be made up of at least three members, appointed by the Chair, and shall have as its objectives:

1. The development and distribution of materials and documents relating to public relations; and
2. Development of strategies for Board leadership on community fundraising efforts on behalf of the Agency.

G. Budget and Finance Committee

The Budget and Finance Committee shall be made up of at least three members, appointed by the Chair. Its objectives shall be:

1. To provide assurance that all budgets proposed to finance programs are adequate to meet programmatic needs and to ensure that all funds expended are done so in a manner in keeping with approved programs;
2. To recommend budgets to full Board for final consideration;
3. To supervise development and revision of the budget;
4. To report to the Board on a quarterly basis the financial status of the agency as a whole;
5. To assist in local, and state fund-raising activities; and
6. To develop, maintain, and supervise the internal fiscal control and accounting procedure.

H. Special Committees

The Chairman of the Board may appoint special committees from time to time depending on the needs of the Board. Such committees may have policy-making or advisory functions and shall serve for as long as their need exists, or until a new Chairman is elected, whichever occurs first.

I. Committee Membership

Each Board member shall be a member of at least one committee, which shall be assigned by the Vice Chair. All committees of the Board shall fairly reflect the composition of the full Board and, to the extent possible, at least one-third of their number shall be representatives of the poor, one-third public and one-third from private groups. The only tier which is allowed to have more members is the category for representatives for the poor population.

J. Ratification

Any and all acts of any and all standing and special committees must be ratified by an act of the Board at the next scheduled meeting of that body.

ARTICLE VIII. AMENDMENTS TO BY-LAWS

Amendments to these By-Laws may be proposed and adopted by two-thirds of the members present and voting at any regular or special meeting of the Board. Notice of proposed changes to the By-Laws must be provided in writing at least ten (10) days prior to the meeting at which such proposed changes will be acted upon.

ARTICLE IX. POLITICAL PROHIBITIONS

A. Political Authority

No Board or staff member may engage in any political activity during his/her official time with the Agency that will further the cause or efforts of a candidate for public office or an idea that is partisan in nature.

B. Agency Property

No Board or staff member may use any property, case or other resources of the agency to further the efforts of a candidate for public office or to support a partisan idea without the express consent of the funding source or grantor of funds except under the conditions specified in the U.S. Office Management and Budget (OMB) Circular A-122 (revised 05/19/84).

C. Dismissal

Any Board member or the Executive Director who willfully and knowingly violates the above provisions may be dismissed in accordance with the procedures set forth in these By-Laws.

D. Subordinate Personnel

Any staff member subordinate to the Executive Director may be dismissed in accordance with the provisions set forth in the personnel policies and procedures by the Executive Director.

ARTICLE X. DISSOLUTION OF THE CORPORATION

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed by the Board of Directors to organizations which have qualified for tax exemption under Section 501 C (3) of the Internal Revenue

Code as amended or superseded, or to units of local government or to an agency designated by the funding sources.

*Revised: 3/26/2006, 9/8/2008, 5/25/2010, 7/27/2010;
9/26/12 combined already approved 7/27/2010 and 2/2011 bylaws
Revised and adopted 3/26/2013
Revised and adopted 7/22/2014
Revised and adopted 9/23/2014
Revised and adopted 9/22/2015*