



BY-LAWS

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CENTRAL OKLAHOMA COMMUNITY ACTION AGENCY (COCAA)
131 NORTH BELL, SHAWNEE, OK 74801

Table of Contents

Article I- Name, Seal and Fiscal Year	1
Section 1. Name of the Corporation	1
Section 2. Corporate Seal.....	1
Section 3. Fiscal Year.....	1
Article II - Purpose	1
Section 1. Purpose	1
Section 2. Mission and Functions.....	1
Article III - Directors	1
Section 1. Membership	1
Section 2. Petitioning Procedures	4
Article IV - Conflict of Interest	4
Article V - Powers of the Board	4
Section 1. Board Authority and Responsibility	4
Article VI – Ethics	5
Section 1. Financial Impropriety, Misuse of Funds, or Unethical Behavior	5
Article VII - Meetings	8
Section 1. Annual Meeting	8
Section 2. Regular Meetings	8
Section 3. Standing Committee Meetings.....	8
Section 4. Executive Committee meetings	8
Section 5. Special and emergency meetings.....	9
Section 6. Notice	9
Section 7. Quorum	9
Section 8. Voting	9
Section 9. Rules of Order	9
Section 10. Open Meetings.....	9
Section 11. Agendas.....	9
Section 12. Minutes	10
Article VIII - Officers	10
Section 1. Officers	10
Section 2. Election of Officers	10

Section 3. Duties of the Officers	11
Article IX - Committees	12
Section 1. Creation	12
Section 2. Executive Committee	12
Section 3. Standing Committees	12
Section 4. Special Committees	13
Article X - Executive Director	14
Section 1. Board/Executive Director Relationship	14
Section 2. Board Authority to Appoint Other Agents	14
Article XI - Financial Administration	14
Section 1. Contracts	14
Section 2. Checks, Drafts or Orders	14
Section 3. Deposits	14
Section 4. Bonding	15
Section 5. Auditing	15
Article XII - Indemnification (from OS §18-1031.)	15
Article XIII - Amendment	15

Article I - Name, Seal and Fiscal Year

Section 1. Name of the Corporation

The name of the organization as stated in the certificate of incorporation is Central Oklahoma Community Action Agency, Inc. The organization has been recognized as exempt from federal income tax under Internal Revenue Code Section 501(c)(3). The Board of Directors shall be devoted to changing the lives of the low-income citizens of the state of Oklahoma.

Section 2. Corporate Seal

The corporate seal shall be circular in form and have inscribed thereon, around the edge thereof, the words: "Central Oklahoma Community Action Corporation, Inc., a Corporation Not-For-Profit"; and the word "Seal" through the center thereof.

Section 3. Fiscal Year

The fiscal year of the Corporation shall be from April first (1st) to March thirty-first (31st).

Article II - Purpose

Section 1. Purpose

The corporation's purposes are as stated in its certificate of incorporation.

Section 2. Mission and Functions

1. The mission of the Central Oklahoma Community Action Agency, Inc. shall be the following: Helping People. Changing Lives. Building Communities.
2. The functions of the Central Oklahoma Community Action Agency, Inc. shall be the following:
 - a. Administering the programs of local, state, federal, private and all other funding sources.
 - b. Working with the three significant groups in the community-that is, low income people, public officials, and major community groups and interests - to seek out, identify and eliminate the causes of poverty within the community.
 - c. Making the entire community more responsive to the needs and interests of low income people by mobilizing available resources and bringing about a greater institutional sensitivity.
 - d. Planning and developing a system of priorities among areas, projects, and activities as needed for the most effective use of resources.
 - e. COCAA shall maintain current housing facilities and transitional housing to provide to Low Income persons.
 - f. COCAA shall have as a purpose to increase decent Affordable Housing to Low Income persons.

Article III - Directors

Section 1. Membership

A. Composition of Directors

1. The business, property and affairs of the Corporation shall be managed by a Board of Directors composed of twelve (12) persons.

- a) One-third (4) of the directors shall be **Low Income Sector Directors**. Low Income Sector Directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the community served and in which each member resides.
- b) One-third (4) of the directors shall be **Public Sector Directors**. Public Sector Directors may be elected public officials currently holding office, their representatives, or appointed public officials.
- c) One-third (4) of the directors shall be **Private Sector Directors**. Private Sector Directors shall be officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served. Special consideration will be given to candidate members who add value to the Board through virtue of their expertise, leadership experience, and community engagement.
- d) Each term shall not exceed three years and each member must be removed at the end of each term. The member may be re-selected/appointed or a new member may be selected/appointed. Directors are able to serve additional consecutive three-year terms, if approved by the board.

B. Election of Directors

- 1. The Board will adopt procedures for selection of members consistent with the requirements of the Community Services Block Grant. The Board Development Committee will solicit and receive applications for membership and make recommendations for selection by the full Board.

C. Criteria for Selection

- 1. Candidates for selection as Board members must:
 - a) Demonstrate a strong interest in community betterment.
 - b) Have expressed interest in assisting disadvantaged citizens.
 - c) Commit to the time and effort required for meaningful Board participation.

D. Directors' Terms and Term Limits

- 1. Directors shall be elected at, and their terms shall start with, the annual meeting of the Corporation. The term of office for each member shall be three (3) years. Directors may, upon nomination and election, serve one additional term.
- 2. Public Sector Directors must be removed from the Board when the public official no longer retains their office or position.

E. Compensation

- 1. Directors shall serve without pay. Directors may receive reimbursement from the Corporation for reasonable and documented expenses incurred in the course of performing services as directors or officers, provided that such reimbursements or advances are made only in accordance with financial policies established from time to time by the Board.

- F. Alternates
 - 1. No alternates will be named to the Board of Directors.
- G. Resignation
 - 1. A director may resign at any time upon notice given to the corporation in writing or by electronic transmission. Resignation is effective upon receipt, unless specified to be effective at some other time. A director who has ceased to meet the qualifications for service as a director, as specified in the bylaws and by the Board from time to time, and/or for the seat to which s/he was elected, is deemed to have resigned as of the date the director ceased to meet those qualifications.
- H. Removal
 - 1. The Board may remove any director for cause, including but not limited to: false statements on documents completed in connection with service as a director; three (3) consecutive unexcused absences from Board meetings; failure to comply with the code of conduct, conflict of interest policy, or other policies of the corporation; or conduct the Board deems contrary to the best interests of the corporation.
 - 2. Prior to removal of any member from the Board, that member shall be given written notice that he or she is subject to removal and shall be given specific reasons thereof, and an opportunity to be heard by the Board prior to removal.
 - 3. Notice of action to remove a director shall be given in the agenda of a special or regular meeting provided to Board members at least five (5) days in advance of that meeting, and only after the director has been notified.
 - 4. A director may only be removed by the vote of two-thirds (2/3) of the directors in office at a meeting in which a quorum has been declared.
- I. Vacancies
 - 1. There is a vacancy on the Board when:
 - a) a member notifies the Board of his/her resignation,
 - b) a public official leaves office,
 - c) a Board member moves from the area he or she represents, or
 - d) a member has been notified of his/her official removal for cause by action of the Board.
 - 2. The Board shall fill all vacancies as soon as is reasonably possible.
 - 3. Vacancies shall be filled in the same manner as was a member who left the Board.
 - a) When a vacancy occurs in a **Low Income Sector** board seat, the Board Development Committee shall repeat the democratic process that identified the director being replaced, or shall follow another low-income member selection procedure approved by the Board, as outlined in the COE Developed CSBG Organizational Standards-Category 5 Board Governance.
 - b) When a vacancy occurs in a **Public Sector** board seat held by a public official or his or her designee, the Board Development Committee shall nominate another public sector official to serve as a replacement director.

- c) When a vacancy occurs in a **Private Sector** board seat, the Board Development Committee shall solicit applications from members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.
- 4. A replacement director serves until the end of the term of the director being replaced. More than half of a term served (e.g. 21 of 36 months) shall be counted as a full term for purposes of term limits.

Section 2. Petitioning Procedures

A low-income individual, community organization, religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for representation to the Board. The petition must be signed by at least twenty-five (25) individuals, unless the Board Chair determines that it is appropriate to waive this requirement in a particular case. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time.

Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws or regulations.

Article IV - Conflict of Interest

- A. Subject to the Articles of Incorporation and any applicable law, the Board of Directors shall adopt and implement a code of conduct and conflict of interest policy covering the Corporation's directors, officers and such employees and other persons as may be specified therein.
- B. A COCAA employee may not be selected to the Board of Directors until one year after the date of separation from the Corporation.
- C. A Board member may not be considered for employment with the Corporation until at least one year after separation from the Board.
- D. Employees of State and Federal entities that fund the Corporation may not serve as members of the Board of Directors.

Article V - Powers of the Board

Section 1. Board Authority and Responsibility

- A. The Board shall oversee the planning, coordination, budget creation, approval and administration of all programs and services offered by the Central Oklahoma Community Action Agency. The Board shall fully participate in the development, planning, implementation, and evaluation of the CAA's programs to serve low-income communities.
- B. The Board shall have the authority and responsibility to give final approval to all program plans and priorities, program applications and budgets submitted to agencies for funding, grants, contracts and

other agreement offered to the Corporation. No program may become effective without affirmative action by the Board of Directors.

- C. The Board shall have the power to receive and administer funds pursuant to the regulations and guidelines of public funding sources and to receive and administer funds and contributions from private sources. The Board shall have the power to transfer funds so received and to delegate powers to other agencies, subject to its overall program responsibilities.
- D. The Board shall have the power to contract and to do any and all acts necessary to carry out its function.
- E. The Board shall select its own officers and committees. Corporation officers and committees whether elected or appointed shall have no authority beyond that conferred on them by the Board of Directors, and whatever power may have been delegated to them may at any time be altered or revoked by the Board of Directors.
- F. The Board shall determine, subject to applicable regulations and policies, rules of procedure for the Board or governing officials.
- G. The Board shall determine personnel, fiscal and program policies, subject to relevant laws, regulations, grants and contracts.
- H. The Board shall enforce compliance with all conditions of grants, contracts, and other agreements, including compliance by delegate agencies and subcontractors.
- I. The Board shall be responsible for securing at all stages in the development, conduct and evaluation of all programs the maximum feasible participation of the residents of the area in which programs will be carried out and members of the groups that the programs serve.
- J. The Board shall hear such appeals and grievances as are authorized in personnel, fiscal, or program policies.
- K. The Board shall recruit, appoint, remove, set and evaluate performance goals, and set salary and benefits, for the position of the Corporation's Executive Director.

Article VI – Ethics

Codes of Ethics

There has been increasing concern about ethical behavior in nonprofit – particularly charitable – organizations in recent years. Public scandals in the nonprofit sector have drawn attention to the need for an increased level of board accountability. In response, many organizations have developed codes of ethics. These documents encompass the values of the organization and provide a code of conduct for employees and volunteers, including board members. While a values statement guides the organization in a strategic, fundamental way, codes of ethics shape the actions, behaviors, and decision making of an organization in a more explicit way.

COCAA Board Member Conduct

Duty of Care

The duty of care describes the level of competence that is expected of a board member and is commonly expressed as the duty of “care that an ordinarily prudent person would exercise in a like position and under similar circumstances”. This means that a COCAA board member owes the duty to exercise reasonable care when he or she makes a decision as a steward of the organization.

Duty of Loyalty

The duty of loyalty is a standard of faithfulness; a board member must give undivided allegiance when making decisions affecting the organization. This means that a board member can never use information obtained as a member for personal gain, but must act in the best interests of the organization.

Duty of Obedience

The duty of obedience requires board members to be faithful to the organization’s mission. They are not permitted to act in a way that is inconsistent with the central goals of the organization. A basis for this rule lies in the public’s trust that the organization will manage donated funds to advance the organization’s mission. This duty also requires board members to obey the law and the organization’s internal rules and regulations.

What are the responsibilities of individual board members?

- Attend all board and committee meetings and as many functions, such as special events, as possible
- Be informed about the organization’s mission, services, policies, and programs
- Prepare for board and committee meetings by reviewing the meeting agenda and supporting materials
- Serve on committees or task forces and offer to take on special assignments when your capacity allows
- Make a personal financial contribution to the organization
- Inform others about the organization
- Advocate for the organization
- Suggest possible nominees to the board who can make significant contributions to the work of the board and the organization
- Keep up-to-date on developments in the organization’s field
- Follow conflict-of-interest and confidentiality policies
- Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization’s financial statements

Nonprofit Board Member Codes of Conduct and Ethics

As a nonprofit organization at the forefront of Community Action changes people’s lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community, and we are dedicated to helping people help themselves and each other. Central Oklahoma Community Action Agencies (COCAA) policy is to uphold the highest legal, ethical, and moral

standards. Our donors and volunteers support COCAA because they trust us to be good stewards of their resources, and to uphold rigorous standards of conduct. Our reputation for integrity and excellence requires the careful observance of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity.

COCAA will comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter and spirit of all relevant laws; to refrain from any illegal, dishonest, or unethical conduct; to act in a professional, businesslike manner; and to treat others with respect. Directors and officers should not use their positions to obtain unreasonable or excessive services or expertise from COCAA's staff.

In general, the use of good judgment based on high ethical principles will guide directors, officers, and employees with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions arise concerning the propriety of certain conduct by an individual or others, the matter should be brought to the attention of COCAA. Employees should contact their immediate supervisor and, if necessary, the director of human resources. Board members should raise any such concerns with the chair or the treasurer of COCAA's board. In all questions involving ethics and conduct, the board will make relevant determinations, except that any individual whose conduct is at issue will not participate in such decisions.

COCAA Board Member Social Media Policy

Central Oklahoma Community Action Agency (COCAA) realizes that many board members may participate in social media as a way to share their life experiences and thoughts with family, friends and colleagues. Social Media includes all means of communicating or posting information or content of any sort on the Internet, including to your own or someone else's web log or blog, journal or diary, personal website, social networking or affinity web site, web bulletin board or chat room whether or not associated or affiliated with COCAA, as well as any other form of electronic communication.

Social Media postings by a board member regarding the nonprofit shall be consistent with COCAA's policies including, but not limited to, COCAA's anti-harassment and non-discrimination policies.

If COCAA is a subject of Social Media content a board member is creating, the board member must be clear and open about the fact that s/he is a board member and her/his views do not represent those of COCAA. (For example: "The views and comments stated herein are personal and do not necessarily reflect the views of COCAA"). COCAA reminds board members that complaints will be resolved by the twelve (12) member board at an executive session held at a monthly board meeting. However, if a board member decides to use Social Media to post complaints or criticisms, COCAA asks that the board member avoid using statements, photographs, video or audio that could be reasonably viewed as malicious, obscene, threatening, intimidating, disparaging to COCAA employees and clients or that might constitute harassment or bullying. Examples of such conduct might include offensive posts meant to intentionally harm someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion or any other status protected by law or COCAA policy.

A board member should be honest and accurate when posting information or news and if a mistake is made, the board member should quickly correct it. A board member should never post any information or rumors that s/he knows to be false about COCAA, COCAA clients or people working on behalf of COCAA.

Section 1. Financial Impropriety, Misuse of Funds, or Unethical Behavior

Any member of the Board of Directors or other volunteer affiliated with Central Oklahoma Community Action Agency with information about known or suspected financial improprieties, misuse of the organization's resources by staff or a board member, or other ethical problems is encouraged to report their concerns, in writing, to the Board Chairman and CEO. In the event the allegations involve the Board Chair or CEO, concerned individuals should report their concerns to the Board Vice Chair. COCAA staff with similar concerns should report as directed by the COCAA Personnel Policies and Procedures. The person reporting must do so in writing, by mail or through other means of communication. Reasonable efforts will be made to protect the confidentiality of those who report improprieties. However, in certain situations, legal requirements or ethical considerations may make it impossible to keep the individuals identity confidential. In accordance with the Sarbanes-Oxley Act, no retaliatory organizational action will be taken against those who report truthful information.

Article VII - Meetings

Section 1. Annual Meeting

The annual meeting of the Board of Directors shall be held in April at a date, time and location within the service area convenient for the Board. In the event the annual meeting is not held in April, a regular or special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

Section 2. Regular Meetings

All meetings of the Board of Directors shall be held at a date, time and location convenient to the public and Board members. Regular meetings, with a quorum, shall be held at least 6 times a year at a date, time and location within the service area approved annually by the Board. As a recommended general practice, regular meetings will be held every other month.

Section 3. Standing Committee Meetings

Standing committee meetings shall be held at least 6 times a year at a date, time and location within the service area approved by the Board. As a general recommended practice, standing committee meetings will be held at date, time, and location consistent with regular meetings, but in a month in which there is no regular meeting scheduled. Ideally, regular meetings and standing committee meetings would alternate month to month. At the discretion of the standing committee chair and in collaboration with the Board Chair, standing committee scheduling may be adjusted as needed.

Section 4. Executive Committee meetings

Executive committee meetings shall be held as needed, at a date, time and location within the service area approved by the Board. As a general recommended practice, executive committee meetings will be held at date, time, and location consistent with regular meetings, but in a month in which there is no regular meeting scheduled. Ideally, regular meetings and executive committee meetings would alternate

month to month. At the discretion of the Board Chair, standing committee scheduling may be adjusted as needed.

Section 5. Special and emergency meetings

Special and emergency meetings may be called by the Board Chair, as needed, or upon the written request of at least three (3) of the currently seated members.

Section 6. Notice

The Board shall provide its members with a notice of and the agenda for all meetings in advance of the meeting date. Notice shall be consistent with the requirements of the Oklahoma Open Meetings Act. Notice may be provided to Board members by telephone, the US Postal Service, or email.

Section 7. Quorum

The presence at any regular, special, or emergency meeting of the Board of fifty percent of the current total Board membership as defined in Article III, Section I shall constitute a quorum, without which no business of any sort may be transacted.

Section 8. Voting

- A. Except as provided in the Corporation's certificate of incorporation, these bylaws or by law, an act of the majority of the Directors at any meeting at which a quorum is present shall be an act of the Board when duly recorded in official meeting minutes approved by the Board of Directors.
- B. Each Director of the Board, including the Board Chair shall have one (1) vote.
- C. If a secret ballot is taken, the Board Chair may vote.
- D. No member of the Board may vote by proxy.

Section 9. Rules of Order

The parliamentary procedures of all meetings of the Board and Committees of this corporation shall be conducted in accordance with Robert's Rules of Order, Revised.

Section 10. Open Meetings

All meetings of the Board or its committees shall be open to the public in accordance with the Oklahoma Open Meetings Act.

Section 11. Agendas

- A. An agenda of each called meeting of the Board and its Committees shall accompany the notice of that meeting and shall be sent to all Board members sufficiently in advance of the meeting date to satisfy the requirements of the Oklahoma Open Meeting Act.
- B. No meeting, be it regular, special, or emergency, may address the issues of (1) removal of a member of the Board for cause, (2) the election of officer(s) of the Board, (3) the amendment or revision of these bylaws or (4) the hiring or firing of the Executive Director of this Corporation unless such item appears on an agenda circulated pursuant to the requirements of Section 9 of this article.

Section 12. Minutes

- A. The Board shall keep minutes for each meeting that include a sign-in sheet, record of votes by members on each motion and a record of absences, categorized as excused or unexcused.
- B. Board approved minutes shall constitute the official record of acts of the Corporation. Written minutes of each Board meeting shall be provided to each Board member prior to the next Board meeting. Minutes approved by the board will be kept on file.

Article VIII - Officers

Section 1. Officers

- A. The officers of this Corporation shall be the Board Chair, Vice-Chair, Secretary, and Treasurer. Other officers may be appointed from time to time by the Board Chair, if he or she deems that to be useful or necessary.
- B. All officers of this Corporation shall be duly elected members of the Board, giving careful consideration to representation from the private, public and low income sectors. However, selection of officers does not need to be 1/3 public, 1/3 private, and 1/3 low income.
- C. All officers of the Board shall be elected by majority vote at the annual meeting.
- D. The Board Chair, Vice Chair, Secretary, and Treasurer shall serve for a term of one year, or during membership on the Board should this be of shorter duration. No individual shall hold more than one office at any given time. There is no limit to the number of years a board member may serve as an officer as long as the officers are approved by the full Board each year.
- E. An officer may resign at any time upon notice given to the corporation in writing or by electronic transmission. That resignation is effective upon receipt unless specified to be effective at some other time.
- F. The Board may remove any officer for cause, including but not limited to, for example: false statements on documents completed in connection with service as an officer or director; unexcused absences from three (3) consecutive Board meetings; failure to comply with the CAA's code of conduct, conflict of interest policy or other policies of the corporation; or conduct the Board deems contrary to the best interests of the corporation.
- G. The Board shall fill any vacancy in the offices of Chair, Vice Chair, Secretary, and Treasurer because of death, resignation, or otherwise, for the balance of the term. The Board may fill vacancies in other officer positions.

Section 2. Election of Officers

- A. The Board Development Committee shall present its slate of nominees to the Board at the annual meeting. Additional nominations may be received from the floor. Prior consent of all nominees shall be required.
- B. Elections shall be by roll call vote. The votes shall be tabulated immediately and the results announced to the Board. The elected officers will assume their positions at the next regular, special, or emergency meeting whichever occurs first

Section 3. Duties of the Officers

- A. The Board Chair shall be the principal representative of the Corporation and, subject to the control of the Board, shall in general supervise all the business and affairs of the corporation. When present, the Board Chair shall preside at all meetings of the Board. He or she may sign, with the Treasurer or any other designated individual thereto authorized by the Board, any contract, check, agreement or other instrument which the Board has authorized. The Board Chair shall, in general, perform all the duties incident to the office of Board Chair and such other duties as may be prescribed by the Board from time to time. The Board Chair shall appoint all committee members and be an ex-officio member of all committees, except the Board Development Committee. The Board Chair shall serve as the Chair of the Executive Committee.
- B. The Vice-Chair shall perform the duties of the Board Chair in the Absence of the Board Chair or in the event of his or her death, or inability or refusal to act, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Board Chair.
- C. The Vice-Chair shall perform such other duties as from time to time may be assigned to him or her by the Board Chair or by the Board of Directors. The Vice-Chair shall serve on the Executive Committee.
- D. The Secretary shall record (or see to the recording of) and maintain records of all proceedings of the Board of Directors, including the attendance of Directors at meetings, in a book or books kept for that purpose, which shall be kept within the State of Oklahoma at the principal office of the Corporation and which shall be open at all reasonable times to the inspection of any director. The Secretary shall have such other duties and powers as the Board shall determine from time to time. If the Secretary is absent from any meeting of the Board of Directors, the Assistant Secretary, if one be appointed, or, if there is no Assistant Secretary, a temporary secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. The Secretary shall serve on the Executive Committee.
- E. The Treasurer shall oversee all financial and asset management of the Corporation and shall report to the Board of Directors at each regular meeting on the status of the Corporation's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors. The Treasurer shall obtain an independent audit of the Corporation's finances annually, consistent with requirements of state and federal funds management regulations. The Treasurer shall serve on the Executive Committee.
- F. The Board of Director may from time to time specify by resolution the duties and powers of other officers.
- G. An officer may delegate some or all of his or her duties to another individual or receive assistance from another individual in performing such duties, so long as the officer retains oversight over the duties performed and reviews any records and documents prepared and distributed by the other individual.

Article IX - Committees

Section 1: Creation

- A. The Board Chair can recommend creation of committees and nominations of committee members to the full Board of Directors. The duties, responsibilities, and tenure of committees must be approved by the Board of Directors.
- B. Each committee must contain one or more directors.
- C. Committees must observe the same meeting and quorum requirements as the full Board, as spelled out in Article V.
- D. Actions taken by any committee must be ratified by the full Board.

Section 2. Executive Committee

- A. The Executive Committee shall have the power to conduct ordinary and routine business of the Corporation during times between meetings of the Board. All actions of the Executive Committee shall be placed on the agenda of the next Board meeting for ratification.
- B. The Executive Committee shall consist of five (5) members: the four (4) officers and one (1) additional at-large member appointed by the Board. The Executive Committee shall be chaired by the Board Chair. All members of the Executive Committee shall be duly selected members of the Board, giving careful consideration to select representatives from the public, private and low income sectors.
- C. The Executive Committee shall lead all aspects of organizational planning. Every three years in collaboration with the Executive Director, the committee shall formulate and present to the Board for consideration at an annual meeting a three-year strategic plan for Corporation growth and program delivery.
- D. The Executive Committee shall serve as the personnel committee and in that capacity shall provide oversight and monitoring of all employment policies and practices of the Corporation, including compliance with state and federal equal employment regulations; regular conduct and analysis of a wage comparability study; review and recommendations on the employee salary schedule and fringe benefit package. The Committee shall be responsible for maintaining up-to-date personnel policies and procedures.
- E. The Executive Committee shall perform the annual evaluation of the Executive Director with the assistance of additional Board Members appointed by the Board Chair and shall recommend salary and fringe levels for that position to the Board of Directors. The evaluation must be presented and voted on by the full Board of Directors.

Section 3. Standing Committees

The Chair of the Board will annually appoint members to the Standing Committees of the Board. The composition of these committees shall fairly reflect the three-sector composition of the full Board.

A. Finance Committee

- a. The Finance Committee shall be composed of three (3) members of the Board of Directors. The Treasurer shall chair this committee. The Finance Committee shall provide oversight and monitoring of all asset and resource management policies of the Corporation. The Finance Committee will provide the Board with timely reports on the financial condition of the

Corporation, condition of and changes to the inventories of non-financial Corporation assets. The Committee shall from time to time conduct formal bidding to secure an annual independent auditor of the Corporation, consistent with state and federal regulations. The Committee shall make recommendations on the selection of the auditor and the approval of any non-audit services provided by the auditor; oversee the audit process; oversee implementation of internal controls, conflict of interest and whistleblower policies; ensure the auditors present their report to the full Board; and ensure that the auditor's management letter concerns are addressed and resolved.

B. Resource Development Committee

- a. The Resource Development Committee shall be composed of three (3) members of the Board of Directors. The Resource Development Committee shall be chaired by a Resource Development Committee member selected by the Board. The Resource Development Committee shall formulate revenue-generating plans by reviewing, discussing, evaluating, and helping to implement proposed financial development and fundraising strategies. The committee's diligence should result in the growth of the Corporation's ability to influence the community by setting and achieving inspired and attainable fundraising goals that align with the strategic plan.
- b. The Committee will work with Executive Director and staff to review the establishment of policies and plans for the development of financial resources, including capital campaigns, fundraising for annual operating support, gift acceptance, grants, planned giving, and special events.
- c. The Committee will provide support to staff in planning, organizing, hosting, and sponsoring fundraising activities.
- d. The Committee will periodically review policies and plans relating to fundraising.

C. Program Development Committee

- a. The Program Development Committee shall be composed of three (3) members of the Board of Directors. The Vice Chair shall chair this committee. The Program Development Committee together with the Executive Director shall take a leadership role in proposing, planning, and initiating new programs for the Corporation. The Committee shall also provide oversight and monitoring of all programmatic policies of the Corporation, including grant and contract compliance, and resource mobilization. The Program Development Committee will provide the Board with timely reports, assessments of operational effectiveness, periodic reviews of appropriate Board policies and recommendations for Board action. The Committee will review all program monitoring reports.

D. Board Development Committee

- a. The Board Development Committee shall be composed of three (3) members of the Board of Directors. The Secretary shall chair this Committee. The Board Development Committee shall be responsible for maintaining the Board's membership and effective functioning.

Section 4. Special Committees

The Board Chair may appoint special committees from time to time depending upon the needs of the Board. The Board Chair shall specify the purpose, powers, and term of a Special Committee, in addition to

its members, all of which shall be ratified by the Board. Such committees shall serve for as long as their need exists.

Article X - Executive Director

Section 1. Board/Executive Director Relationship

The Board of Directors shall appoint and employ an executive director who, subject to the Board's direction and control, shall manage the day-to-day affairs of the Corporation, implement goals and policies established by the Board, and advise the Board and its committees concerning the affairs and activities of the Corporation.

The Executive Director shall be empowered to hire, supervise and terminate the Corporation's other employees in accordance with personnel policies established by the Board. In addition, the Executive Director shall perform such other duties and have such other authority as the Board may designate from time to time. The Board shall evaluate the Executive Director and set his or her compensation on an annual basis. The Board may remove the Executive Director at any time with or without cause. Removal without cause shall be without prejudice to the Executive Director's contract rights, if any, and the appointment of the Executive Director shall not itself create contract rights.

Section 2. Board Authority to Appoint Other Agents

The Board of Directors may appoint agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove such agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Article XI - Financial Administration

Section 1. Contracts

The Board may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 2. Checks, Drafts or Orders

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time-to-time be determined by resolution of the Board of Directors. In the absence of other determination of the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Executive Director of the Corporation.

Section 3. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Bonding

All directors and employees of the Corporation handling cash receipts and/or disbursements shall be commercially bonded against any wrongdoing or misdealing which might result in financial loss to the Corporation.

Section 5. Auditing

The Corporation's financial statements shall be audited annually by an independent Certified Public Accountant hired by the Board of Directors. Results of such audits shall be presented in person to the Board of Directors.

Article XII - Indemnification (from OS §18-1031.)

- A. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against liability under the provisions of this section.
- B. Expenses incurred by an officer or director in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation as authorized by the provisions of this section. Expenses incurred by former directors or officers or other employees and agents may be paid upon the terms and conditions, if any, as the corporation deems appropriate. Federal/State funds cannot be used to pay legal fees in a lawsuit.
- C. The indemnification and advancement of expenses provided by or granted pursuant to the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding an office.

Article XIII - Amendment

These bylaws may be amended, altered or revised at any time by a 2/3 vote of the Directors in office. The amendment, alteration or revision of these bylaws shall be subject to the meeting notice and agenda requirements of Article V and must be included as an item of business on the meeting agenda. Proposed amendments shall be provided in writing to members along with the meeting agenda.

