

BY-LAWS

COMMUNITY ACTION COUNCIL OF PORTAGE COUNTY, INC.

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Board Approved

Central Office
1036 West Main Street
P.O. Box 917
Ravenna, Ohio 44266
(330) 297-1456
(330) 298-9680 fax
website: www.cacportage.net
email: info@cacportage.net

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Table of Contents

ARTICLE I NAME.....	3
ARTICLE II PURPOSE	3
ARTICLE III BOARD OF DIRECTORS	3
ARTICLE IV MEETINGS:.....	8
ARTICLE V COMMITTEES.....	9
ARTICLE VI OFFICERS	11
ARTICLE VII ADMINISTRATION	12
ARTICLE VIII FINANCES	12
ARTICLE IX.....	13
ARTICLE X.....	13
ARTICLE XI AMENDMENTS.....	13
ARTICLE XII BOARD ELIGIBILITY FOR AGENCY SERVICES.....	12
ARTICLE XIII MISCELLANEOUS	14
ARTICLE XIII EFFECTIVE DATE.....	15

ARTICLE I NAME

1. The name of this non-profit corporation is the Community Action Council of Portage County Inc., herein-after designated the Council.

ARTICLE II PURPOSE

1. To do all things necessary or proper to aid in eliminating poverty in Portage County, Ohio, directly or through other organizations.
2. To coordinate efforts of state and local governmental units and private non-profit agencies, in programs devised under or which shall be devised under the Community Services Block Grant Act, as amended, or any other poverty related program which may, from time to time, be authorized by the Congress of the United States.
3. To study, plan, encourage, contract for, and administer programs aimed at increasing opportunities for the victims of poverty; to receive, administer, and disburse funds from whatever source received for these purposes; to employ, and make available professional staff services for these purposes.
4. In carrying out its purpose and in exercising its powers, the Council shall be subject to the limitations that (a) no part of its net earnings shall insure the benefits of any private shareholder or individual, (b) no part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation or the defeat of proposed legislation, (c) it shall not participate in, or intervene in, campaigns on behalf of any candidate for public office, (d) the corporation shall not engage in any activities which would cause the corporation to fail to qualify under Section 501, (e) or the United States Internal Revenue Code or successor provisions thereto.

ARTICLE III BOARD OF DIRECTORS

1. The Board of Directors is constituted as the governing board of the Council.
2. **General Powers:** The corporate powers, property, funds and affairs of the

Council except as may be otherwise provided by law, the Articles of Incorporation, or the By-Laws, shall be vested in, supervised, and controlled by the Board of Directors (hereafter referred to as the Board). The determination of the Councils programs shall be the responsibility of the Board. The Board shall have the same legal power and responsibilities as the Board of Directors of any private, for-profit corporation.

3. **General Duties**

- a. To appoint, evaluate, and remove the Executive Director;
- b. To determine, subject to applicable laws and regulations all policies, major personnel, organizational, fiscal, and program policies;
- c. To determine overall program plans and priorities for the Council, including provisions for evaluating progress against performance;
- d. To make final approval of all program proposals and budgets;
- e. To enforce compliance with all conditions of grants;
- f. To oversee the extent and the quality of the participation of the low income in the programs of the Council;
- g. To determine, subject to funding source policies, rules, and procedures for the governing board; and
- h. To select the officers and the Executive Committee of the governing board;

4. **Policy Advisory Committees and Councils:** The Board shall recognize and cooperate fully with groups that are, or may be formed as an adjunct to the operation of programs for which the Council is responsible.

5. **Composition and Election:** The Board shall have eighteen members who represent as follows three major population segments of the county, namely: (1) **ELECTED PUBLIC OFFICIALS**, (6 members) (2) **LOW-INCOME REPRESENTATIVES** (6 members) and (3) **PRIVATE SECTOR REPRESENTATIVES** (business, labor, religious, welfare, and other private groups-Balance of membership-6 members).

- a. **Public Officials:** One-third of the members of the Board will be elected public officials currently holding office, or their representatives, except that if the number of elected officials reasonably available and willing to serve in less than one-third of the membership of the board, membership on the board of appointive public officials may be counted in meeting such one third requirement. At least one (1) seat shall be made available to the chief elected officials or their representative of the county (County Commissioners);

- b. **Representatives of the Low-income:** at least one-third of the members will be persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of the poor in the area served. The representatives of the low-income themselves need not be economically disadvantaged, but they shall be selected in a manner which insures that they will represent a specific area or neighborhood, or an entire community or segment served by the Council. Representatives selected to represent a specific geographic area must reside in this area. Representatives of neighborhood groups, associations, and membership groups must be democratically elected or selected by that group.

In order to insure the selection of the representatives of the low-income in an effective democratic manner, the Agency may include (1) Individuals representing documented low-income neighborhoods or community centers, such as the Skeels and McElrath areas of Ravenna Township, Windham, Kent and others; (2) Tenants organizations that may exist in local housing projects and mobile home parks; (3) Other organizations who primarily serve or represent the interests of specific segments of the population of the county who may be low-income (seniors, youth, legal aid, NAACP, etc); and (4) Existing non-profit organizations whose primary mission is to provide services to the low-income population of the county (e.g., Salvation Army, Volunteers of America, Head Start, Habitat for Humanity etc). Representatives of organizations that represent low-income populations can be selected by that organization but must be ratified by the CAC board.

In order to insure the selection of individuals living in a designated low-income neighborhood but not representing any specific organization are chosen in an open, democratic manner, the Board will hold an open meeting which has been well publicized through one or more recognized methods (newspaper, radio, flyers, and word-of-mouth). At that meeting, a representative may be nominated and chosen by democratic vote, with a simple majority making the selection. Eligibility to vote in this election will be based on income and residency.

The CAC Board of Directors shall seek nominations through the above described processes and will assure that any selection is documented from the applicable neighborhood, organization, or community group in

writing. The CAC Board shall then ratify the selection during a regularly scheduled meeting of the CAC Board of Directors.

The CAC Board of Directors will follow any and all regulatory guidance from the applicable State or Federal law (e.g., Community Service Block Grant Act) in the development of the required tri-partite Board of Directors and shall make every effort to adhere to the democratic selection procedures outlined therein.

- c. **Private Organizations:** In order to have a broad a community involvement as possible, the Board shall draw representation from private and public social agencies, educational institutions, agencies which serve the low-income, business, industry, and labor. These representatives shall act and speak on behalf of the organization he/she represents. The representative shall be chosen by his/her respective organization.

- 6. **Conflict of Interest:** All prospective members of the CAC Board of Directors must complete a **"Related Party Questionnaire"** in which said member fully discloses all memberships, linkages or contractual agreements or relationships with any other governmental, private, or non-profit entity which may conflict, or be perceived as a conflict with serving on the Board. No board member shall have any direct or indirect interest in any activity which directly or indirectly conflicts with their service to the Agency, including but not limited to:

- a. Using or attempting to use his/her position with this agency to secure anything of value for himself/herself that would not ordinarily accrue to him/her in the performance of his/her official duties when the thing is significant enough to make for a substantial and improper influence upon his/her duties or responsibilities with the agency.
- b. Having a direct or indirect interest in any contract, business, or monetary transactions with the agency that could result in personal gain for themselves, any family member or related person, or any business associate. The term "interest" includes the following:
 - 1. Any specific sale or rental transaction, including a share of the proceeds, the prospect of promotion, profit, or any other form of financial reward in violation of Part b above; and
 - 2. Any personal interest in a business which is supplying goods, space, or services to Agency that could result in personal gain;
- c. Accepting either directly or indirectly, any gift, promise, gratuity, favor, or

any other thing of significant monetary value for themselves or their family from any business, organization, or individual which has or is seeking to obtain any type of financial relationship with the agency.

- d. Failure to disclose membership, participation, or a relationship with any business, organization, or individual which may be in direct competition with the agency.

Any board member who feels that he/she may have a potential conflict of interest in any matter before the board must notify the board of said matter and **recuse** themselves from any discussion or vote on the matter at hand. Any deviation or deliberate circumvention of this policy will be grounds for immediate disciplinary action up to and including immediate removal from the board and disallowance of any actions that were taken by the board that the affected member may have participated in or voted on.

7. **Tenure:** Private and Low-Income Sector Board Members are appointed to five (5) year terms by the CAC Board of Directors and may be reappointed by a majority vote of the board. The term of public sector officials – or their representatives – who are elected by the voters of the community – will be governed by the term of office to which they are elected.
8. **Alternates:** Each member of the Board may be permitted to choose an alternate to represent them at meetings of the Full Board subject to the limitations of Item 11 of this section.
9. **Vacancies:** Vacancies on the Board occur by removal and resignation. The public official leaving office will also create a vacancy. All vacancies must be filled within 90 days. Vacancies occurring prior to the expiration of the current term may be filled by appointment by the Board Chair with full Board approval. All other vacancies will be filled in the same manner as the position was originally appointed but must be in compliance with Article II, Part 5.
10. **Removal:** The causes for removal shall be:
 - a. Any member can be removed by a three-quarter (3/4) secret vote of the full membership of the Council, this proposed action must be placed on the agenda for the next meeting of the Full Board.
 - b. If any Board members has unexcused absences from three (3) Full Board meetings he/she will be notified that his/her membership on the Board is terminated.
 - c. If any Board Members fail to attend sixty percent (60%) of the Full Board meetings during any one calendar year. He/she will be notified that his/her membership will be terminated.

11. **APPROVAL OF MEMBERS:** All members of the Board of Directors—including requested alternates—must be approved by the full Board of the Council prior to being seated.

Article IV Meetings:

1. **Full Board Meetings:** The Board shall meet at least bi-monthly (six times annually) at a time and place determined by the Board, except that the Executive Committee may meet in lieu of the Full Board during the months of July and August if necessary. All Board members will be invited to participate in the Executive Committee meetings, and in the event that an issue arises requiring the attention of the Full Board, a special meeting will be called by the Chair.
2. **Special Meetings:** Special meetings of the Board may be called at any time by the Chair or shall by him/her upon the request of any three (3) members of the Board.
3. **Notice of Meetings:** Notice and the agenda of all Full Board meetings shall be mailed at least five (5) days prior to the date of the meeting. Twenty-four (24) hour prior notice of special meetings shall be given to all Board members.
4. **Quorum:** A quorum shall consist of at least fifty percent (50%) of the non-vacant seats on the Board or six (6) members, whichever is less. If a quorum is established during a meeting it will be considered to exist for the entire meeting.
5. **Minutes:** The Board shall keep minutes of its deliberations including a record of votes on all motions. This shall be given to all members and shall be made available to the public on request. Minutes need not be verbatim but should accurately reflect all discussions, activities, and actions that occurred at the Board or committee meeting. Any recordings of the meeting made to assist in the development of minutes shall be deemed public record and subject to the same retention policies as written minutes if possible, given technological changes.
6. **Parliamentary Procedure:** All meetings of the membership of the Board, or of the Executive Committee shall be in accordance with Robert's Rule of Order.

Article V Committees

1. A **Nominating Committee** composed of at least three (3) persons shall be selected by the Board prior to the expiration of the current terms of the Chair, Vice-Chair, Treasurer, and Secretary. This committee shall be responsible for nominating a slate of officers to be voted on at a regularly scheduled board meeting prior to the expiration of each officer term.
2. All committees shall be constituted in such a manner as to reflect the pattern of representation of the Board itself to the maximum extent possible.
3. A quorum for action at any meeting shall be fifty percent (50%) of the non-vacant seats on the committee.
4. **Standing Committees:** All standing committee Chairpersons shall be appointed by the Board Chairperson, subject to approval of the Board. Chairpersons of the Planning and Evaluation Committee, Finance and Audit Committee, and Personnel Committee shall serve on the Executive Committee.
 - a. **Executive Committee:** The Executive Committee membership shall consist of Board Officers and Standing Committee Chairpersons. The Executive Committee shall transact routine and ordinary business between meetings of the Full Board. Such matters may include approval to submit grant applications and implement said grants. However, the Executive Committee shall report on its actions to the Full Board. All of the actions of the Executive Committee are provisional in nature; the Full board alone can authorize actions. The quorum for the Executive Committee shall be fifty percent (50%) of the non-vacant seats on the committee. In the absence of an ad hoc committee established specifically for that purpose, the Executive Committee shall be responsible for review and development of any changes to these BY LAWS.
 - b. **Personnel and Membership Committee:** There shall be a Membership and Personnel Committee, which shall have at least the following duties:
 1. Document each selection of new Board members to assure compliance with the provisions of Article III;
 2. Report on each selection and recommend each seating on the Board;
 3. Perform periodic review of the Personnel Policies. Personnel

Policy changes will require review by the Personnel Committee prior to the Full Board action.

4. Serve as an Arbitration Board to hear and to consider grievances in accordance with the Personnel Policies; and
5. Provide for an annual evaluation of the Executive Director in accordance with Article III of these By Laws and the Agency's Personnel Policies.

c. **Planning & Evaluation Committee:** The duties of the Planning and Evaluation Committee shall be to evaluate program proposals. The Planning and Evaluation committee shall also be responsible for:

1. Developing, for Board consideration, annual plans, strategic plans, priorities, objectives, and programs.
2. Monitoring the Council's progress in achieving goals and objectives;
3. Evaluating the operational effectiveness of the Council;
4. To monitor and review the Council's Affirmative Action Plan to insure compliance.

d. **Finance and Audit Committee:** There shall be a Finance and Audit Committee, which shall have at least the following duties:

1. To identify community resources that can be of assistance, either directly or indirectly, in achieving goals and objectives.
2. To monitor the Council's financial transactions to assure agency compliance with funding source requirements and budgets.
3. To generally oversee assets, including inventories, and liabilities to assure that recognized principles of good financial administration are being followed;
4. To review, monitor, and make recommendations to the full Board regarding all matters related to required audits of agency programs, including but not limited to program audits as well as A-133 or Single Agency Audits.

e. **Ad Hoc and Special Committees:** The Chair of the Agency Board may—from time-to time—create "Ad Hoc" or other committees which may function to develop or oversee a specific activity, event, or function. These committees shall function identically to other standing committees, and the membership on said committees shall be determined by the Chair

Article VI Officers

1. The Council shall have a Chairperson, Vice-Chairperson, Secretary, and a Treasurer who may serve two (2) year terms. The Chair and Treasurer shall be elected in odd numbered years, while the Vice Chair and Secretary shall be elected in even numbered years. All officers shall be elected at the first meeting of the fiscal or calendar year, but not later than March, and will be seated immediately following full board approval. Officers may be re-elected at the discretion of the Board.
 - a. **Chairperson:** The chairperson shall prepare an agenda and preside at all meetings of the Board at which he/she is present. He/she shall be sign all official documents of the Council as authorized by the Board, shall make reports to the Board and shall perform such duties as are incidental to his/her office. The Chairperson shall serve as Chairperson of the Executive Committee and is a defacto member of all other committees at his or her discretion.
 - b. **Vice-Chairperson:** In absence of the Chairperson the Vice-Chairperson shall perform the duties of the Chairperson.
 - c. **Secretary:** The Secretary shall keep the minutes of the Executive and Board meetings, and shall assure the minutes of the organization are being preserved in a proper and adequate manner. The Secretary shall perform such duties as are incidental to the office and as are properly expected of him/her by the Board.
 - d. **Treasurer:** The Treasurer shall chair the Finance and Audit Committee, overseeing its duties as outlined in Article V #d.
2. Vacancies on the Executive Committee shall be filled as soon as possible after official notification to the full board and may be appointed by the Board Chair. The term of the appointment or election shall correspond with the term of office of the original office holder. The Board of Directors shall approve said appointment at any regular board meeting provided there is a quorum present.

Article VII Administration

1. The Board shall employ an Executive Director who shall be the Chief Administrative Official, a non-voting, ex-official member of the Board. The Executive Director serves at the pleasure of the Board. The Executive Director shall be evaluated by the Board as per the guidelines established in the CAC Personnel Policies under Evaluation of Executive Director.
2. The duties of the Executive Director shall include, but not limited to:
 - a. Executing all of the policies and programs established by the Board.
 - b. Recruiting, directing and evaluating the total staff pursuant to personnel policies established by the Board.
 - c. Keeping the Board informed of all problems and accomplishments of the administration.
 - d. Preparing preliminary budgets and other funding documents for Board consideration; maintaining custody of all funds and property of the corporation and required fiscal and inventory records. He/She shall make accurate financial statements of income and expenses, assets and liabilities, in a form approved by the Board. Fiscal accounts shall be presented at each Full meeting of the Board.
 - e. Furnishing staff support as directed by the Board.
 - f. Issuing notice of all Board meetings.
 - g. Executing upon authorization from the Board contracts with the Federal Government, State Government, private and public agencies necessary to carry forward the Council's programs.

Article VIII Finances

1. All monies of the Council shall be deposited in the name of the Council in a bank designated by the Board.
2. The Council shall have an audit of its accounts at least annually be a certified public accountant (see Finance Committee duties).
3. Every officer and employee of the Council who shall handle funds of securities of the Council shall be bonded at the expense of the Council in an amount required by agencies and by the Board.

Article IX VOTING

1. **Proxy Voting:** There shall be no voting by proxy at committee meetings or at Full meetings of the Board.
2. **Technology:** With the approval of the Board or applicable committee, members who are unable to physically attend any committee or meeting of the full board due to incapacitation, illness, or other emergency or circumstance may participate in said meetings via conference call, web cam, or other technologically possible manner. Said member may vote on any matter before the board during said meeting but cannot be counted toward a quorum requirement. Records of such actions will be contained in board minutes pertaining to that meeting.

Article X COMPENSATION

1. Compensation for service on the Board is not permitted.
2. Low-income representatives serving on the Board may receive reimbursement for travel expense related to meeting attendance; and
3. Reimbursement for out-of-town travel for any board member attending training, workshops, or conferences shall be reasonable, and shall be based on agency state, and federal travel guidelines. The full board will be appraised of any out-of-town travel for all board members during the course of regular board meetings.

Article XI Amendments

1. These By-Laws may be amended by an affirmative vote of two-thirds (2/3) of the members present at any Full meeting of the Board provided there is a quorum. Prior to voting on any proposed amendment, such amendment shall have been submitted in writing to each Board member at least thirty (30) days prior to the meeting of the Board when a vote is to be taken. Any Board member may propose an amendment to these By-Laws at a Full Board Meeting.
2. It shall be the responsibility of the Executive Committee to review all changes or additions to the By-Laws prior to submission to the full board subject to part 3 below.
3. At his or her discretion, the Chair may appoint an ad hoc BY-LAWS

Committee to review changes to the By-Laws in compliance with item 1 above. The By-Laws committee shall report to the Full Board with recommended changes thirty (30) days prior to implementation.

Article XII Board Member Eligibility for Agency Services

It is the policy of the Community Action Council of Portage County to provide services under an agency program to any Portage County resident who is eligible for such services and meets all program requirements. Thus, employees, board members and relatives of each could potentially be eligible for HEAP or HWAP, as well as other agency services. However, the approval of such services must be transparent, and in order for such individuals or families to receive services, the policy of the Agency is as follows:

1. Any employee, board member, or their relative who is deemed eligible for services must be specifically approved by the Executive Director by affixing his or her signature on the appropriate approving document;
2. Any relative or friend of an agency staff person/board member who is directly responsible for approving or ascertaining eligibility for services, payments for services or any related activity must have an application for services that is completed and approved by the Executive Director. (e.g., HEAP Coordinator etc).
3. Any deviation or deliberate circumvention of this policy will be grounds for immediate disciplinary action up to and including termination from employment, or recommendation to the Board of Directors for immediate removal if a board member is involved. Additional steps—including possible prosecution and efforts to recover any funds expended--may also be undertaken.

Article XII Miscellaneous

1. **Ownership and Transfer of Property:** The corporation powers, property, funds and affairs of the Council, except as may be otherwise provided by law, the Articles of Incorporation, of By-Laws, shall be vested in, exercised and controlled by the Board.
2. **Agency Travel Policy:** It is the policy of the CAC Board of Directors that agency travel policy and reimbursements available to employees will correspond with the limits established by various funding sources in connection with authorized job responsibilities. Mileage and per diem

rates will be the rate established by the federal government (IRS/GSA) which is adjusted periodically. All other policies and procedures currently in place through the agency's Personnel Policies will also be applicable.

3. **Dissolution:** Upon dissolution of this organization for any cause, the properties then in possession of the Council shall be turned over to such successor organization as the Board shall determine. In no event shall any property of the Council inure to the benefit of any individual member or to the benefit of any organization which does not qualify as an exempt organization under the pertinent provisions to the Internal Revenue Code as provided by the Charter of the Council.

Article XIII Effective Date

1. These By-Laws shall be effective immediately upon passage by a majority vote of the members of the Board at a meeting called to consider their adoption.

Revised 05/18-17

Revised 10/17/12

Revised 10/16/13

Revised 09/27/17