Community Action Partnership of Madera County, Inc.

Amended Bylaws

Approved by CAPMC Board of Directors – September 9, 2010
Ratified by Madera County Board of Supervisors –
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ARTICLE 1: NAME

The name of this corporation is the Community Action Partnership of Madera County, Inc. (the “Agency”).

ARTICLE 2: PRINCIPAL OFFICE

The principal office for the transaction of the business of the Agency is fixed and located at 1225 Gill Avenue, Madera, California 93637. The Board of Directors (the “Board”) may at any time, or from time to time, change the location of the principal office from one location to another within Madera County.

The Board may at any time establish branch offices at any place where the Agency is qualified to do business.

ARTICLE 3: PURPOSES

Section 1. General. The Agency is a nonprofit public benefit corporation formed for charitable purposes. The Agency was initially organized by the Madera County Board of Supervisors to administer programs authorized by the federal government under the Economic Opportunities Act of 1964 to combat poverty in geographically designated areas within the County of Madera. The purposes of the Agency have expanded through the years to administer various federal and state programs, as well as privately administered charitable programs, to advocate, develop, and operate programs and services that allow individuals and families to acquire skills and knowledge, gain access to new opportunities, and achieve their full potential, with service areas now including, but not necessarily limited to, the counties of Madera, Fresno, Merced and Mariposa. A primary goal of the Agency is to eliminate poverty in all areas where it administers governmental and private charitable programs.

The Agency’s activities also include performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes including helping people, changing lives, and making our community a better place to live through a variety of means including, without limitation: (a) community-wide assessments of needs and strengths, (b) comprehensive anti-poverty plans and strategies, (c) provision of a broad range of direct services, (d) mobilization of financial and non-financial resources, (e) advocacy on behalf of low-income people, and (f) partnerships with other community-
based organizations to eliminate poverty. The Agency involves the low-income populations it serves in planning, administering, and evaluating its programs.

The Agency shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of these primary charitable purposes.

The Agency shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and the achievement of the purposes of the Agency, provided, however, that in no event shall the Agency engage in activities which are not permitted to be carried on by a corporation exempt under Internal Revenue Code § 501(c)(3) or to which contributions are deductible under Internal Revenue Code § 170 (c)(2). The Agency has obtained its “501(c)(3)” designation.

Section 2. Authorized Activities. The Agency is authorized and empowered to:

A. Buy, lease, rent or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of, any and all kinds of property, whether real, personal, or mixed, including shares of stock, or securities of other corporations, wherever situated;

B. Enter into and perform contracts, agreements, and other transactions of any description;

C. Receive, own, possess, administer, and dispose of money and property of any description, individually, in its own name, as trustee or fiduciary, jointly with others, or in any other manner;

D. To borrow money, contract debts, issue bonds, notes, debentures, and other evidences of indebtedness, and to secure the same;

E. To perform any act necessary or desirable to qualify for, or participate in any grant, program, benefits, or services available under any federal, state, or local law, or from any other person, organization, or agency; and

F. To do whatever else may be necessary or convenient in the conduct of its business to accomplish the purposes of the Agency.
ARTICLE 4: NONPARTISAN ACTIVITIES

The Agency has been formed under the provisions of the California Corporations Code applicable to non-profit corporations for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Agency shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Agency shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of the Agency on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of the Agency. On liquidation or dissolution, all remaining properties and assets of the Agency shall be distributed and paid over to an organization dedicated to charitable purposes which has established its tax-exempt status under Internal Revenue Code § 501(c)(3).

ARTICLE 6: BOARD OF DIRECTORS

Section 1. General Powers. The Agency shall have no members. All rights which would have otherwise vested in the members shall vest in the Directors. Subject to the provisions and limitations of the California Corporations Code and any other applicable laws, the business and affairs of the Agency shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board shall primarily exercise these powers through the Executive Director.

The Board shall generally be responsible for providing policy level leadership and by monitoring and evaluating the Agency’s performance.

Section 2. Number and Composition of Board of Directors.

A. Number of Directors. The authorized number of Directors shall be 15. If the number of Directors falls below 15, the Board may lawfully continue to manage the Agency, but must act with due speed to select new Directors in accordance with the procedures set forth below so that the number of directors returns to 15.

B. Board Structure and Composition. The Board has a tripartite structure that is designated to promote the participation of the entire community in the reduction or elimination of poverty. In addition, and as required by the Head Start Act, one or more of the Directors must: (a) have a background and expertise in fiscal
management or accounting; (b) have a background in early childhood education and development; and (c) be a licensed attorney who is familiar with issues that come before the governing body. To the extent the other directors do not possess such backgrounds or qualifications, the Agency will use its best efforts to appoint Directors who meet these qualifications. If these qualifications cannot be met, the Board may use consultants or other qualified individuals with relevant expertise to work with the Board as needed.

The tripartite board structure is a critical element differentiating community action agencies from other community based organizations, and is constituted as follows:

1. **Public Officials.** One-third of the Directors shall be elected public officials or their designated representatives, which must likewise be members of the same elected body, holding office on the date of selection.

2. **Target Area Directors.** One-third of the Directors shall be chosen in accordance with democratic selection procedures adequate to ensure that these Directors reside and are representative of the low-income individuals and families in five target areas located in Madera County and identified as follows: (a) Eastside/Parksdale; (b) Monroe/Washington; (c) Central Madera/Alpha; (d) Fairmead/Chowchilla; and (e) Eastern Madera County.

3. **Private Sector Directors.** Private Sector Directors should reflect the community to be served and, where possible, include parents of children who are currently, or were formerly, enrolled in Head Start programs and are selected for their expertise in education, business administration, or community affairs. These Directors may be officials or members of business, industry, labor, religious, or other major groups and interests in the community having specific low-income problems. Any Director selected from a private organization or group must be designated to speak and act on behalf of the organization represented.

   (a) **Policy Council.** The Madera/Mariposa Regional Head Start Policy Council is entitled to select one of its members to serve as a Director.

   **C. Fees and Compensation.** Directors may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as may be fixed or determined by vote or resolution of the Board and re-affirmed annually in a reimbursement policy adopted by the Board. Expenses are limited to child care costs, lost wages, and mileage incurred by Target Area Directors and Policy Council/Policy Committee Directors, as defined below, for attendance at Board and Committee meetings or acting in an official capacity as a member of the Board of Directors may be reimbursed in accordance with Community Service Block Grant provisions and regulations so that such Directors are afforded every opportunity to fully participate in Board activities. Directors seeking reimbursement shall submit the
appropriate reimbursement application along with proper documentation to the Assistant to the Executive Director.

D. Selection of Directors

1. Public Officials. The power to name public officials and/or public entities to the Board is vested exclusively in the Madera County Board of Supervisors, also known herein as the “Designating Officials.” The Designating Officials shall select the elected public officials to serve on the Agency’s Board, or designate a public entity to select the elected public official representing such entity. The Designating Officials may select appointed public officials to serve on the Board only if there are insufficient elected public officials available and willing to serve. The Designating Officials have selected Madera City Council, Chowchilla City Council, Madera County Department of Social Services, and Madera Unified School District as public entities to hold membership on the Board of Directors. The Board of Directors may petition the Designating Officials to amend its designation of public entities.

   (a) The Madera County Board of Supervisors must at all times keep one of its members as a Director, who will be charged with the responsibility of regularly reporting back to the Board of Supervisors on all Agency business transactions.

   (b) The Madera City Council and Chowchilla City Council shall each appoint one of its members to serve as a Director.

   (c) The Designating Officials shall appoint the Director to represent the Madera County Department of Social Services.

   (d) The Madera Unified School District Board of Trustees shall appoint one of its members or a high-ranking administrative employee to serve as a Director.

   (e) Each public official selected to serve on the Board may choose one permanent representative to serve either full time in his place or whenever he/she is unable to attend a meeting. These representatives must be from the same elected body as the respective Board member, and the alternative may not themselves select another alternate unless the alternate is also an elected member of the same body.

2. Target Area Directors. Directors from target areas should be representative of the proportion of the number of low-income persons in the target area represented as compared to the number of poor persons in other target areas.
Representatives are to be elected from the designated target areas in which poverty is concentrated. The Board will review the designated target areas every five years to ensure adequate representation of low-income residents. There will be at least one duly-elected representative from the five target areas served by the Agency. These areas are composed of approximately equal numbers of low-income persons.

<table>
<thead>
<tr>
<th>AREA:</th>
<th>CENSUS TRACT:</th>
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<tbody>
<tr>
<td>Eastside/Parksdale</td>
<td>5.08/9.00</td>
</tr>
<tr>
<td>Monroe/Washington</td>
<td>6.01/6.02</td>
</tr>
<tr>
<td>Central Madera/ Alpha</td>
<td>5.02/8.00</td>
</tr>
<tr>
<td>Fairmead/Chowchilla</td>
<td>2.00/3.00</td>
</tr>
<tr>
<td>Eastern Madera County</td>
<td>1.02/1.04/1.05</td>
</tr>
</tbody>
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These Directors shall be elected by democratic procedures which ensure maximum feasible participation of the poor in each of the above target areas. The official election plan contained in Appendix A attached hereeto and incorporated by reference as though fully set forth herein. Each Target Area Director may select an alternate to attend Board meetings and vote in that Director’s place when the Target Area Director is unable to attend a meeting. An alternate may serve for only one Target Area Director.

3. Private Sector Directors. Private Sector Directors should reflect the community and have expertise in education, business administration or community affairs. These Directors may be officials or members of business, industry, labor, religious, or other major groups and interests in the community having specific low-income problems. Any Director selected from a private organization or group must be designated to speak and act on behalf of the organization represented. One of the five private sector seats is designated for a Head Start parent from one of the three Policy Groups representing the Head Start Programs operated under CAPMC. (See section (3c) for selection process)

   (a) Private Sector Director Alternate. Each Private Sector Director may select an alternate to attend Board meetings and vote in that Director’s place. When the Private Sector Director is unable to attend meetings, the alternate may serve for only one Private Sector Director.

   (b) Selection of Organization(s). In selecting organizations to be represented, the Board shall consider the existing program goals of the Agency and the ability of the organization to be a resource in achieving those goals. When a vacancy exists, notification will normally be mailed to appropriate organizations and announced in the local media soliciting written applications for representation. In the event there are more organizations willing to serve than there are seats available, the Board shall periodically review the current groups/oranizations to ensure they still
reflect the needs of the community, and rotate seats in this sector, as necessary, among the eligible organizations, taking into consideration the Agency’s program needs, etc. Any private community agency or any low-income representative groups which feels inadequately represented may petition the Board for representation. Each group seeking to petition the Board must have a membership of sufficient size to evidence substantial community support. Each petition shall include no less than thirty (30) signatures and shall be accompanied by the petitioner’s articles of incorporation (if any), by-laws, minutes, and other records identifying the petitioning group as a bona fide organization in sympathy with the goals and purposes of the Economic Opportunity Act of 1964. If the Board determines, after hearing the petition, that the petitioning group should be seated, the composition of the Board may be required to change in order to maintain compliance with the Board composition requirements contained herein and as set forth in the Head Start Act. Whether the petition is approved or not, a written statement shall be prepared which sets forth reasons supporting the action taken. A copy of this statement shall be promptly submitted to the State DEO Office. (c)  Head Start Parent Selection. A parent from one of CAPMC Head Start Policy Groups is entitled to serve as a Director. The Executive Committee of the Board shall solicit interested applicants from the three policy groups, meet with the candidates and select the representative and alternate. Preference will be given to availability of the applicant to regularly attend meetings throughout the year.

(d) Other Requirements. As noted above, and as required by the Head Start Act, one or more of the Directors must: (a) have a background and expertise in fiscal management or accounting; and (b) have a background in early childhood education and development; To the extent the other directors do not possess such backgrounds or qualifications, the Agency will use its best efforts to appoint Directors from the private or public sector who meet these qualifications, even if that means that certain organizations who desire to have a seat on the Board may not be able to have Director representation. Note: CAPMC has a licensed attorney on retainer; therefore does not have to comply with the full extent of the composition of the Board as per the Head Start Act.

Section 3. Term of Office

A. Public Officials. Directors who are public officials, or their representatives, serve at the pleasure of the Designating Officials subject to the condition that public official remains in his or her elected office while serving as a Director.

B. Target Area Directors. Target Area Directors shall serve a maximum of two consecutive five-year terms. Thirty days prior to the completion of the first five-year term, the member must reaffirm his/her desire to serve the second five-year
term in writing to the Board Chairperson. In no event shall a Target Area Director serve more than a total of ten years as a Director, but may continue to serve thereafter as an alternate. Time serving as an alternate is not considered time served as a Director.

C. **Private Sector Directors.** Private Sector Directors shall serve a maximum of two consecutive five-year terms. Thirty days prior to the completion of the first five-year term, the member must reaffirm his/her desire to serve the second five-year term in writing to the Board Chairperson. The initial and subsequent appointment of a Private Sector Director is at the sole discretion and approval of the Board. In no event shall a Private Sector Director serve more than a total of ten years as a Director, but may continue to serve thereafter as an alternate.

1. **Head Start Parent.** The term of office for a Director elected or appointed by the Head Start Policy Group is determined by the policy group and is not limited by these bylaws.

D. **Term of Office for Alternates.** The provisions of this Section 3 shall not apply to alternates. Service as an alternate Board member will not be considered as time served as a principal representative Board member. However, a former principal Board member who has completed ten years of service shall have the opportunity to serve as an alternate, but not again as a principal board member.

**Section 4. Removal of Directors.** A Director may be removed for cause on a two-thirds majority vote by the Board as follows:

A. **Public Officials.** Public officials may be removed only by the Designating Officials. The Board may petition the Designating Officials to remove a public official, or petition a public official to remove a representative, for any of the reasons set forth in this section, but at all times the final decision shall be made by the Designating Officials.

B. **Target Area Directors.** In removing a Target Area Director, the Director proposed to be removed will be notified in writing of the intent to remove, and the grounds, including all relevant information that may be applicable to the proposed removal. The Director shall have thirty days to respond in writing or appear before the Board and provide a response before the Board will make a final decision regarding removal.

C. **Private Sector Directors.** In removing a Private Sector Director, the Director proposed to be removed will be notified in writing of the intent to remove, and the grounds, including all relevant information that may be applicable to the proposed removal. The Director shall have thirty days to respond in writing or appear
before the Board and provide a response before the Board will make a final decision regarding removal.

1. **Head Start Parent.** In removing a Director selected by the Head Start Policy Group, the Policy Group will be notified in writing of the intent to remove the Director, and the grounds, including all relevant information that may be applicable to the proposed removal. The Head Start Policy Group shall have thirty days to respond in writing or appear before the Board and provide a response before the Board will make a final decision regarding removal. In addition, at any time, the Head Start Policy Group may remove the Director selected by the Policy Group and notify the Board, in writing, of the removal and its selection of a replacement Director.

D. **Reasons for Removal.** The following constitute reasons for the removal of a Director: (1) a change of residence to an area outside the geographic area represented (applicable to Target Area and Private Sector Directors); (2) absence of the Director or Director’s alternate from 50% or more of regularly scheduled meetings within a twelve month period; (3) the Director has been declared of unsound mind by a final order of court; (4) the Director has been convicted of a felony; (5) the Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code § 5230 et seq. on directors who perform functions with respect to assets held in charitable trust; (6) an unresolved or improper conflict of interest as defined in these bylaws; or (7) involvement in activities considered harmful or detrimental to, or against the best interests of, the Agency.

Section 5. **Resignation from Board.** Except as provided herein, any Director may resign by giving written notice to the Chairperson or Secretary/Treasurer of the Board or the Agency’s Executive Director. The resignation shall be effective when the notice is given unless it specifies a later date for the resignation to become effective. If a Director’s resignation is effective at a later date, the Board may select a successor to take office as of the date when the resignation becomes effective. If a public official resigns from the Board, then the Agency will request in writing for the Designating Officials or their designee to appoint another Director.

Section 6. **Vacancy on the Board.** A vacancy on the Board shall occur in the event of the death, resignation or removal of a Director. Vacancies on the Board shall be filled as follows:

A. **Public Officials.** If a Public Official Director position becomes vacant, the Board will ask the Designating Officials to fill the vacancy.

B. **Target Area Directors.** If a Target Area Director position becomes vacant, the alternate will serve the remaining unexpired term of that Director.
the alternate is unwilling or unable to serve the remaining unexpired term, the Board will follow the democratic procedures set forth in Appendix A as expeditiously as possible to elect another Director for that target area.

C. Private Sector Directors. If a Private Sector Director position becomes vacant, the Board will strive to appoint another Director that will, to the extent possible and feasible, represent the interests that were being previously represented by the Director who vacated the position and/or meets the qualifications imposed on the Board composition by the Head Start Act.

1. Policy Council. If a Policy Council Director position becomes vacant, the Board will ask the Policy Council to fill the vacancy.

ARTICLE 7: MEETINGS

Section 1. General Meetings. Regular meetings of the Board will normally be held on the second Thursday of each month unless the Board fixes another date and time. Prior to the end of each calendar year, dates for Board meetings will be scheduled for the following calendar year and distributed to the Directors. The Board will use its best efforts to maintain those dates as Board meeting dates. If a scheduled meeting date falls on a legal holiday, the meeting shall be held as soon as reasonably possible thereafter, typically the following week. The Board recognizes its obligations to comply with the Ralph M. Brown Act (the “Brown Act”) open meeting laws and will comply with all aspects of the Brown Act in the publishing of notices and agendas for all meetings as well as the dissemination of information related to agenda items. This generally means publishing notice of all meetings at least 72 hours prior to general meetings. In addition, the Robert’s Rules of Order shall be the governing rules for all Board and committee meetings.

Section 2. Special Meetings. Special meetings of the Board may be called when the business to be addressed cannot be deferred until the next regularly scheduled meeting with notice published as required by the Brown Act. A special meeting of the Board may be called by the Chairperson of the Board or by any two Directors. A call for a special meeting will state the business to be addressed by the Board at the special meeting in the form of agenda items. Every member of the Board must be notified of the special meeting at least five days prior to the established meeting time, unless the meeting is emergency in nature and fulfills the emergency meeting requirements of the Brown Act. The requirements of the Brown Act apply at all special meetings, and only those items for which the special meeting was called may be deliberated and action taken.

Section 3. Special Meetings – Executive Committee. When a need for a special meeting arises, the Assistant to the Agency’s Executive Director will determine
with the Board Chairperson if an Executive Committee meeting rather than a full Board meeting would be appropriate as set forth in these bylaws. If it is determined that a special meeting of the Executive Committee is appropriate, all Directors will receive notice of the meeting and are permitted to attend and participate in the meeting. If at the meeting a quorum of the Board is established, the meeting would then become a special meeting of the Board.

Section 4. Place of Meetings. Meetings of the Board shall generally be held at the Agency’s administrative offices, which is currently located as 1225 Gill Avenue, Madera, California. Meetings may be held, however, at any place within the County of Madera designated by the Board so long as notice of such meetings is published as required by the Brown Act. Nothing in these bylaws is intended to prohibit the Board from meeting in closed sessions to discuss matters concerning specific employees, any potential or existing litigation, or other matters which may be discussed in closed session pursuant to the Brown Act.

Section 5. General Notice Requirements. All notices and agendas of meetings shall comply with the Brown Act and specify the place, date, and hour of the meeting as well as all matters of business to be considered by the Board. Written notification of regular Board or Committee meetings shall be made by mail or other electronic forms that gives actual notice of the meeting to the Directors at least five days in advance of the meeting. The Board secretary is authorized to execute any and all affidavits of notice indicating that notice of the meeting was duly made.

Section 6. Action at a Meeting. Presence of a majority of the directors then in office at a meeting of the Board constitutes a quorum for the transaction of day-to-day business of the Agency, except as otherwise provided in these bylaws. Every act done or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the provisions of the California Corporations Code applicable to the Agency. Directors may not vote by proxy but their alternates may vote in their place and stead.

Section 7. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, but any notice of adjournment to another time or place shall be given in accordance with the provisions of the Brown Act.

Section 8. Meeting Minutes. Records of all actions of the Board (including actions in closed session) will be set forth in written minutes of the meeting. Minutes will be kept on file as the official record of the Board. Closed session minutes will be kept separately from the regular minutes and kept confidential. The Agency’s Assistant
to the Executive Director will be the custodian of the minutes. However, it is vital that all members of the Board and the Executive Director be able to fully participate in the discussions and deliberations, so minutes will be recorded on tape during each meeting by a member of the Agency’s clerical staff or by a volunteer, not by a member of the Board or by the Executive Director. Minutes are stored on the Agency’s computer network for review when necessary or requested. The tape recordings are available for public review. Recordings will be kept for 12 months, and then deleted. Minutes orders for each item and Action Summary Minutes will be distributed no fewer than five days in advance of the next meeting, except for closed session minutes, which will be distributed during closed session and stored separately from regular meeting minutes. The written official Minute Orders detailing the specific actions and vote shall be available to the public for inspection in accordance with the provisions of the California Public Records Act.

ARTICLE 8: BOARD OF DIRECTORS – DUTIES AND RESPONSIBILITIES

Section 1. General Duties. The Directors have the following general duties and responsibilities:

A. To jointly participate with the Madera County Board of Supervisors in hiring and evaluating the Executive Director.

B. To employ other executive, administrative, and professional employees, to prescribe such powers and duties for Agency employees as may be consistent with the law, the Articles of Incorporation, the Head Start Act and these bylaws, to fix their compensation, and to dismiss them as provided for in the Agency’s rules and regulations, which shall be conducted through the Executive Director, but for which the Board shall have the final authority.

C. To conduct, manage, and control the affairs and business of the Agency through the Executive Director, and to make rules and regulations consistent with the law, the Articles of Incorporation, or these bylaws. The Executive Director shall have charge of the business of the Agency under the direction of the Board.

D. To establish a fiscal and accounting system which shall be adequate for the requirements of the Agency, and to require proper records to be maintained of all business transactions.

E. To secure the services of a certified public accountant, who shall make a careful audit of the books and accounts of the Agency, and render a report, in writing, thereon which shall be submitted to the members of the Board. This report
shall conform to the standards outlined in these bylaws and generally accepted accounting principles ("GAAP") applicable to organizations such as the Agency.

F. To select one or more banks to acts as depositories of the funds of the Agency, and to determine the manner of receiving, depositing, and disbursing the funds for the Agency, and the form of checks and the persons by whom they shall be signed, with the power to change such banks and the persons authorized to sign such checks and the form thereof at will.

G. To record these bylaws, together with any amendments thereto, in a book which shall be kept in the principal office of the Agency.

H. To delegate these duties and powers to such persons as the Board shall deem capable of assuming such powers and duties, so long as it is not inconsistent with these bylaws or the Articles of Incorporation.

I. To accept on behalf of the Agency, any gifts, legacies, bequests, bequeaths, donations, or contributions of any amount and any form, upon such terms and conditions acceptable to the Board.

J. To require to be maintained adequate and correct accounts, books, and records of the business and properties of the Agency, such books, records, and accounts to be kept at the principal office of the Agency.

K. To cause to be kept minutes of its Annual Meetings (October) and of meetings of the Board (including meetings of closed sessions, which minutes shall be kept and maintained separately from other meeting minutes), and of committees having any of the authority of the Board, with all such minutes to be kept in books provided for this purpose at the principal office of the Agency.

L. To dissolve the Agency in accordance with these bylaws and state law.

M. Such other powers as may be necessary and proper to conduct, control and manage the business and affairs of the Agency, unless prohibited or restricted by law or by these bylaws or Articles of Incorporation.

**Section 2, Specific Duties.** The Board shall have the following specific duties and responsibilities:

A. **Planning.**

1. Set and review the Agency’s mission and philosophy;
2. Establish the Agency’s short and long range goals; including the development of a three-year strategic plan;
3. Regularly evaluate the Agency’s programs and operations;
4. Assist in Head Start planning with the Policy Council and Policy Committee in accordance with the shared governance procedures as defined in the Head Start Act:

B. Finance

1. Ensure financial accountability of the organization as may be required by stated and federal law in accordance with GAAP;
2. Oversee budget development, review and approval;
3. Raise funds and/or ensure that adequate funds are raised to support the Agency’s policies and programs;
4. Review compensation of the Executive Director and Chief Financial Officer;

C. Human Resources

1. Supervise the Executive Director, includes hiring, firing, and performance evaluations;
2. Oversee the review and implementation of personnel policies, practices and procedures;
3. Review the scope and plans of orientation and training for members of the Board;
4. Oversee and establish policies and procedures for volunteer involvement;

D. Community Relations

1. Ensure the Agency’s programs and services appropriately address community needs;
2. Market the Agency’s services and programs;
3. Maintain ongoing public relations;
4. Cooperative activity with other agencies, groups and programs;

E. Operations

1. Ensure the Agency’s administrative systems are
2. Ensure the Board’s operations are adequate and appropriate;
3. Ensure the organization and its Directors meet all applicable legal requirements;
4. Ensure shared decision-making occurs with all Head Start policy groups as defined by the Head Start Act;
5. Participate in joint training sessions with the Policy Council;

F. Evaluation

1. Evaluate the performance of the Executive Director;
2. Evaluate the salaries of the Executive Director and Chief Financial Officer;
3. Evaluate program performance per contracts;
4. Evaluate the Agency’s success in meeting community needs;
5. Evaluate the implementation/progress of the Agency’s Strategic Plan;
6. Participate in the annual Head Start self-assessment;
7. Monitor all Agency programs.

Section 3. Head Start Duties. In accordance with the Head Start Act, the Board has the following specific duties and responsibilities with regard to the Head Start programs operated by the Agency:

A. Assume legal and fiscal responsibility for administering and overseeing all Head Start programs, including the safeguarding of federal funds;

B. Adopt practices that assure active, independent and informed governance of the Head Start Agency and full participation in the development, planning and evaluation of Head Start programs;

C. Ensure compliance with federal and state laws and regulations that are in any way related to the operation of Head Start programs;

D. Select delegate agencies and service areas for such agencies as may be applicable and appropriate;

E. Establish procedures and criteria for recruitment, selection and enrollment of children in the Head Start programs;

F. Review all applications for funding and amendments to
applications for funding for the Agency’s Head Start programs;

G. Establish procedures and guidelines for accessing and collecting information in regards to program planning, policies and Head Start agency operations as defined in the Head Start Act.

H. Review and approve all major policies of the Agency, including an annual self-assessment, financial audit, progress in carrying out the programmatic and fiscal provisions of the Agency’s grant application(s), including implementation of any necessary or suggested corrective actions, and personnel policies regarding the hiring, evaluation, termination and compensation of Agency employees;

I. Develop and implement procedures for the selection of members of policy councils and policy committees;

J. Approve all financial management, accounting, reporting policies, and legal and regulatory compliance with regard to financial matters relating to Head Start operations, including approval of all major financial expenditures, annual approval of the operating budget, selection of independent auditors, and monitoring of Agency’s actions to correct any audit findings;

K. Review results from program monitoring, including appropriate follow-up activities;

L. Approve personnel policies and procedures, including procedures for hiring, compensation, evaluation and termination of the Executive Director, Head Start Director, Human Resources Director, Chief Financial Officer and any other person in an equivalent position with the Agency;

M. Establish, adopt and update written standards of conduct establishing standards and formal procedures for disclosing, addressing, and resolving actual or potential conflicts of interest by Agency Directors, officers and employees, and the implementation of procedures to investigate complaints of inappropriate conduct;

N. As necessary and appropriate, establish advisory committees to oversee key responsibilities related to program governance and improvement of Agency Head Start programs; and
ARTICLE 9: OFFICERS

Section 1. Officers of the Board. The officers of the Board shall consist of a Chairperson, Vice Chairperson, and Secretary/Treasurer, and such other officers as the Board may designate by resolution. In addition to the duties specified in this Article, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, or by these bylaws, subject to control of the Board, and shall perform such additional duties as the Board shall from time to time assign.

Section 2. Selection of Officers. Officers shall be elected by majority vote of the Board for a two-year term. These elections will take place in October of every even-numbered year. An officer may serve a maximum of four consecutive years in the same position. A Director may serve in the same officer position again after two years of not serving in that officer position. Notwithstanding the foregoing, any officer may be removed with or without cause by the Board at any time. Any officer may resign at any time by giving written notice to the Board, the Chairperson of the Board, the Executive Director, or the Board Secretary. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office.

Section 3. Responsibilities of Officers.

A. Chairperson. The Chairperson of the Board shall, when present, preside at all meetings of the Board and the Executive Committee, of which the Chairperson is a member. The Chairperson is also responsible for the appointment of Directors to committees. The Chairperson is authorized to execute in the name of the Agency all contracts and other documents authorized either generally or specifically by the Board to be executed by the Agency jointly with the Executive Director, except when by law the signature of the Executive Director is required, or the office of Executive Director is vacant. In situations where the Executive Director is vacant, contracts executed by the Chairperson must also be executed by the Board Secretary or at least one other member of the Board.

B. Vice Chairperson. The Vice Chairperson shall, in the absence of the Chairperson, or in the event of his or her inability or refusal to act, perform all the duties of the Chairperson, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the Chairperson.

C. Secretary/Treasurer. The Secretary/Treasurer shall act as secretary of all the meetings of the Board, and shall keep, or cause to be kept, the minutes
of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the Agency and ensure that the minutes, notices and other publications are at all times in compliance with the Brown Act. He or she shall also work with the Chief Financial Officer to keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Agency, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily including in financial statements.

D. Alternates. Alternates may not serve as officers on the Board.

ARTICLE 10: COMMITTEES

Section 1. Committees of Directors. There are four standing committees of the Board: Executive, Nominating, Finance and Personnel Committees. In addition, the Board may, by resolution designate additional committees to exercise a portion of the authority of the Board or in these bylaws. Each such committee shall consist of a number which is divisible by three and shall include one-third public officials, one-third Target Area Directors, and one-third Private Sector Directors. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires a majority Board vote. The Board may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

A. Approve any action that, under the provisions of the California Corporations Code that applies to the Agency, the Articles of Incorporation or these bylaws, also requires approval of a majority of the Board.

B. Fill vacancies on the Board or in any committee that has the authority of the Board.

C. Amend or repeal the articles of incorporation or bylaws or adopt new bylaws.

D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

E. Appoint any other committees of the Board or the members of such committees.

F. Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or
substantially all of the property and assets of the Agency otherwise than in the usual and regular course of its business; or revoke any such plan.

G. Approve any self-dealing transaction, except as provided by California Corporations Code § 5233.

No committee or individual Director shall bind the Agency in a contract or agreement or expend corporate funds, unless expressly authorized to do so by the Board.

Section 2. Executive Committee. The Executive Committee shall be composed of the Board officers and three other Directors who are elected in October of every even-numbered year by the Board. There will be no limit on the number of terms served by non-officers on the Executive Committee.

A. Executive Committee - Interim Matters. The Executive Committee is empowered to act on interim matters which cannot wait until the next regularly scheduled Board meeting.

B. Executive Committee - Delegation of Duties. The Board delegates the following duties with full authority to the Executive Committee:

1. Perform all functions delegated to the committee by the Board;

2. Act in the place and stead of the Board in emergency situations, when there are limited number of agenda items for a regular meeting of the Board, or when a quorum of Directors cannot be established for a regular meeting.

3. Review and approve monthly financial statements.

C. Executive Committee Schedule. The Executive Committee shall meet as necessary. Meetings may be called by the Chairperson or at the request of a majority of the members of the Executive Committee.

D. Quorum. A quorum for any meeting of the Executive Committee shall be fifty percent of the total membership of the Committee.

Section 3. Nominating Committee. The Nominating Committee shall consist of six Directors, nominated and elected no later than the September Board meeting of every even-numbered year by the Board. The Committee Chairperson shall be appointed by the Board Chairperson from among these six Directors. The Nominating Committee shall have the following duties:
A. Prepare a slate of nominations for the Board officers and members of the Executive Committee, with nominations provided by the Directors.

B. Mail the slate of nominations to all Directors at least five days in advance of the October meeting.

C. Submit to the Board nominations to fill interim vacancies in any elective positions.

D. Serve as the election board for the bi-annual election at the October meeting of the Agency.

Section 4. Finance Committee. The Finance Committee shall consist of four Directors appointed by the Chairperson at the October Board meeting of every even-numbered year. One member of the Finance Committee must be a member of the Madera County Board of Supervisors and one member must have finance or banking background. If there is no such individual on the Board that has the requisite background, the Agency may retain a consultant to serve on the committee. The Finance Committee shall meet with the Agency’s Executive Director and Chief Financial Officer to ensure the organization is in sound financial health, the Agency’s assets are protected, and the Agency’s resources are used appropriately. In addition, the committee shall have the following duties:

A. Assisting the Board in understanding the agency’s financial position and all financial reports provided to the Board;

B. Meet on at least a quarterly basis and as necessary:

1. Review all Agency financial reports and information for consistency, accuracy and completeness;

2. Review the financial statements to ensure they are concise and presented in accordance with GAAP;

3. Compare and review actual expenditures to budgeted expenditures;

4. Review the Agency’s current ratio of assets to liabilities;

5. Review and make recommendations to the Board regarding the salaries and proposed increases of Executive Director and Chief Financial Officer, unless the proposed increases are adjustments generally applicable to all employees, such as cost-of-living adjustments;
6. Annually review the Agency’s Form 990 prior to submission to the Internal Revenue Service;

7. Select an auditor and ensure the annual audit is completed and any deficiencies noted corrected; and

8. Review other financial matters as necessary.

Section 5. Personnel Committee. The Personnel Committee shall consist of three Directors. A maximum of three directors may also be appointed to the Committee as alternates. The Personnel Committee shall meet as needed and shall have the following duties:

A. Screen and interview applications for management-level positions;

B. Review personnel policies, practices and procedures which come before the Board, including policy and procedure guidelines for delegate agencies to the Agency, and develop recommendations to the Board for resolution;

C. Review position descriptions developed by the Agency for the appropriateness of duties, qualifications and compensation range; recommend approval/revision of each description to the Board;

D. Review, for the Board, the scope and content of plans for mandatory staff training relating to required job standards established by Board action; recommend modifications to the Board as the Committee may deem necessary; and

E. Review, for the Board, the scope and content of plans for orientation and training of Directors in their membership functions and responsibilities, including their roles on committees of the Board; recommend modifications to the Board as may be necessary.

Section 6. Committee Meetings. Board committee meetings shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meeting of such committees and the calling of special meetings of such committees may be set by Board resolution or, if none, by direction of the committee. Minutes of each meeting shall be kept and maintained with the corporate records.

Section 7: Ex-Officio Committee Members. The Board Chairperson will be an ex-officio member of all committees, but will only vote on the committee to which he/she is assigned. The Executive Director or the Executive Director’s delegated
representative will likewise be an ex-officio non-voting member of all committees as resource to the committee.

ARTICLE 11: CONFLICT OF INTEREST

Section 1. No Conflict of Interest. No Director of the Agency nor any other corporation, firm, association, or other entity in which any Agency Director has a material financial interest, shall hold an interest, directly or indirectly, in any contract or transaction with the Agency unless (a) the material facts regarding that Director’s financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board’s consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Agency could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Agency of its own benefit enters into the transaction, which is fair and reasonable to the Agency at the time in which the transaction is entered. In no event shall any interested Board member participate in discussions or vote on a proposed contract or transaction where the Board member would have a direct or indirect material financial interest. (For more information detailing Board member conflict of interests, please see the Agency Board Policy Manual.)

Section 2. Disclosures. All members of the Board are required to file written declarations or potential conflicts of interest with the Chairperson of the Board at the time of their appointment or election as a Board Member and annually thereafter on January 1 of each year. This declaration shall be made under penalty of perjury and shall include, at a minimum, the following information:

A. The names and addresses of each person or entity doing business with the Agency where the Director or a member of the Director’s immediate family (defined as a parent, child (adopted or natural), sibling (step, half or full), or grandchild) has received compensation or remuneration in excess of $2,500.00 during the preceding 12 months;

B. The names and addresses of each person or entity doing business with the Agency where the Director or a member of the Director’s immediate family has a financial interest valued at more than $1,500.00; this does not include financial institutions where the Board Member or a member of his immediately family has deposit accounts such as a checking account, savings account or similar such accounts;
C. The names and addresses of each person or entity doing business with the Agency where the Director or a member of the Director’s immediate family holds a position as an employee, trustee, consultant, member of the board of directors, etc., along with a description of the relationship or position held;

These statements shall be retained by the Agency at its executive offices throughout the term(s) of the respective Director and four years thereafter.

Section 3. Employment with the Agency. Any Director wishing to apply for a position within the Agency must resign or have vacated his Director position at least six (6) months prior to submitting an application for employment with the Agency. Target Area Directors do not have to comply with this six-month waiting period.

Section 4. Loans. The Agency may not lend any money or property to, or guarantee the obligation of, a Director or officer; provided however that the Agency may advance money to a Director or officer of the Agency for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would otherwise be entitled to reimbursement for such expenses by the Agency. In the case of an advance, itemized receipts shall be submitted to the Assistant to the Executive Director within ten days of the actual expenditure.

ARTICLE 12: INDEMNIFICATION

To the fullest extent permitted by law, the Agency shall indemnify its directors, officers, employees, and other persons described in California Corporations Code § 5238(a), including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by then in connection with any “proceeding,” as that term is used in said section 5238(a), and including an action by or in the right of the Agency, by reason of the fact that the person is or was a person described in that section. “Expenses” shall have the same meaning as in said section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this section.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by the Agency before final disposition of the proceeding upon receipt by the Agency of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Agency for those expenses.

The Agency shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents,
against any liability asserted against or incurred by such persons in such capacity or arising out of the person’s status as such.

ARTICLE 13: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. The Agency shall keep at its principal office in Madera, California the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Other Corporate Records. The Agency shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its Board and committees of the Board (including minutes of closed session meetings); and a record of each Board member’s name and address. All such records shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Agency shall turn over to his or her successor or the Chairperson or Executive Director, on good order, such corporate moneys, books, records, minutes, lists, documents, contracts or other property of the Agency as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Agency and its affiliates. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of such documents.

Upon making a written demand of the Agency, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of proceedings of the Board, and committees of the Board, at any reasonable time for a purpose reasonably related to the Board member’s intent as a Board member.

Subject to the provisions of California Corporations Code §§ 6330-6332 and unless the Agency provides a reasonable alternative as provided below, any Board member may do either or both of the following:

A. Inspect and copy the records of Director’s names, addresses and voting rights during usual business hours on five days’ prior written demand on the Agency, which demand must state the purpose for which the inspection rights are requested; or
B. Obtain from the secretary of the Agency, on written demand and tender of a reasonable charge, a list of names and addresses of Directors. The demand shall state the purpose for which the list is requested.

Any inspection and copying under this section may be made in person or by the Board member’s agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any affiliated entity of the Agency.

ARTICLE 14: AMENDMENTS AND REVISIONS

The Board may adopt, amend, or repeal bylaws by affirmative vote of two-thirds of the Directors then in office. A public notice of any proposed bylaw change must be made at least two weeks prior to the meeting at which such a proposal will be voted upon. Proposed amendments to these bylaws must be in writing and sent to the directors at least seven days in advance of the Board meeting in which the Board will act to provide public notice of a proposed bylaw change.

If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

ARTICLE 15: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Corporations Code as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 16: RATIFICATION BY BOARD OF SUPERVISORS

These bylaws shall be considered an agreement between the Agency and the Madera County Board of Supervisors and will become effective only after the Board of Supervisors’ ratification by resolution.
APPENDIX A

ELECTION PLAN - TARGET AREA DIRECTORS

1. Introduction

The Board shall direct Agency staff to proceed with immediate implementation of plans to fill any vacancy that occurs of a Target Area Director.

2. Qualifications for Candidacy

In order to qualify as a Target Area Director, a person:

a. Must be age 18 or over;
b. Must reside in the low-income area the person is representing; and
c. Cannot be an employee of the Agency, or be an immediate family member of an Agency employee.

3. Election Process

a. The existence of the vacancy will be publicized by press releases, radio announcements, flyers distributed to the low-income area residents, announcements in churches in the area, or at other public places. All information will be in English and Spanish, when applicable.

b. The date, time, and place of the election will be similarly publicized and will not be held on a recognized Sabbath day (Saturday or Sunday).

c. Elections shall be held at the designated time and place. The site will be monitored by Agency staff persons. A Spanish speaking person will be present as required.

d. If the Agency does not receive any nominations for the Target Area Director at the scheduled election, the Agency will be allowed to recruit a volunteer from the low-income area to serve as a Director. This representative will require Board approval.

4. Voting Procedures

Nominations for membership will be taken from the floor and will be printed on the election board. Voting will be by secret ballot. Ballots will be numbered and printed on two parts with a “tear off” numbered stub. Each voter will be handed a ballot, and the numbered stub will be retained by the monitoring staff in order to
prevent persons from voting more than once. Voters will be asked to write in the name of the nominee of his/her choice. The voter will be asked at the same time to choose an alternate, unless there are only two candidates.
CERTIFICATE OF SECRETARY

I certify that:

1. I am the Secretary of the Community Action Partnership of Madera County, Inc.

2. The attached Amended Bylaws are the Bylaws of the Agency approved by the Directors on ___________, by their unanimous consent, and ratified by the Madera County Board of Supervisors on __________

Dated: __________

___________________________________________
Secretary