

**Community Action Partnership
of Madera County, Inc.
Bylaws**



**Amended and Effective as of June 9, 2016
Reviewed by Russell K. Ryan, Esq. – June 9, 2016
Approved by CAPMC Board of Directors – June 9, 2016
Ratified by Madera County Board of Supervisors – August 9, 2016**

**COMMUNITY ACTION PARTNERSHIP OF MADERA COUNTY, INC.
BY-LAWS**

TABLE OF CONTENTS

1. Name.....	1
2. Principal Office.....	1
3. Purposes.....	1
4. Nonpartisan Activities	3
5. Dedication of Assets	3
6. Board of Directors	3
7. Meetings.....	10
8. Board of Directors – Duties and Responsibilities	13
9. Officers	19
10. Committees	21
11. Conflict of Interest.....	25
12. Indemnification.....	26
13. Records and Reports	27
14. Amendments and Revisions	28
15. Construction and Definitions.....	29
16. Ratification by Board of Supervisors	29
Appendix A – Election Plan for Target Area Directors	30



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. Pursuant to the Head Start Act, one or more of the Directors must meet the following requirements: (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. As detailed below, the Agency will also use its reasonable best efforts to appoint Directors who: (a) reflect the communities being served; and (b) have expertise in education, business administration or community affairs, including parents of children currently or formerly involved in the Head Start programs. 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, and as permitted by Head Start Regulations, the Board may use consultants or other qualified individuals with relevant expertise to work with the Board as needed, such as the retention of a licensed attorney familiar with the issues that come before the Agency, particularly as they relate to the Head Start Program. As of the approval of these amended bylaws, the Agency has for more than 20 years retained the services of an attorney licensed to practice law with significant expertise and familiarity with issues that come before the Agency, and a particularly familiarity with the Head Start Program.

The Board has a tripartite structure designed to promote the participation of the entire community in the reduction or elimination of poverty. This 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 communities 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 (but are not required to) 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 and authorized to speak and act on behalf of the organization represented.

4. Head Start Policy Group Member. One of the designated Private Sectors shall be a member from one of the three Head Start Programs under the auspices of Community Action Partnership of Madera County shall hold a seat on the Board of Directors. Refer to paragraph D (3) of this section for selection process.

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/or 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 or designee.

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 appoint public officials to serve on the Board only if there are insufficient elected public officials available and willing to serve. As of the date of approval of these amended bylaws, the Designating Officials have selected Madera City Council, Chowchilla City Council, Madera County Department of Social Services, and Madera Unified School District as the designated public entities to each select one elected public official as a Director of the Agency. The Designating Officials may revise its method of selecting public officials to serve as Directors on their own motion or upon a petition by the Agency's Board of Directors.

(a) Notwithstanding anything to the contrary in Section D(1) of these bylaws, 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 and 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.

<u>AREA:</u>	<u>CENSUS TRACT:</u>
Eastside/Parksdale	5.08/9.00
Monroe/Washington	6.01/6.02
Central Madera/ Alpha	5.02/8.00
Fairmead/Chowchilla	2.00/3.00
Eastern Madera County	1.02/1.04/1.05

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 hereto 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. The alternate must reside in the Target Area being represented. An alternate may serve for only one Target Area Director.

3. Private Sector Directors. As noted above, 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 focus on or in sympathy with one or more of the goals and purposes of the Economic Opportunity Act of 1964.. 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 by CAPMC. (See sub-paragraph 3(c) 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 a meeting. The alternate shall be a member of the group being represented..

(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/organizations 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 recognized, 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 Policy Group Member. 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; and if possible, to rotate the seat to ensure all policy groups have an opportunity to serve. The representative to serve on the Board must be approved by the Policy Group. Appointments are for a one-year term only. If the child of the Policy Group representative leaves the Head Start program, the representative will no longer be a member of the Policy Group, and therefore, will no longer be a representative on the Board.

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. Notwithstanding the above, the term of office for the Private Sector Director elected or appointed to represent the Head Start Policy Group is one year. In no event shall a Head Start Policy Group Private Sector Director serve more than a five consecutive years as a Director, but may continue to serve thereafter as an alternate.

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 Policy Group Member. In removing a Director representing 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 as determined in the sole and absolute discretion of the Board of Directors.

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. If 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.

D. Head Start Policy Group Private Sector Director. If a Head Start Policy Group Private Sector Director position becomes vacant, the Board will follow the procedure outlined in Article 6, Section D, sub paragraph 3(c) of these by-laws 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 proper 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 session 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. Minute 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") as provided in the Financial Accounting Standards applicable to organizations such as the Agency.

F. To select one or more banks to act 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 state and federal law in accordance with GAAP and Financial Accounting Standards;
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. Public policy/Advocacy

1. Advocating for legislation, policies, systems, services and funding for items important to the community, especially those highlighted in the Legislative Agenda.
2. Convening groups and individuals in the community to strategize on behalf of imperative issues.
3. Organizing training opportunities for partner agencies to learn about the legislative process and how to advocate for their clients.
4. Formulating a legislative agenda every two years that highlights key community issues.
5. Hosting legislative forums for community stakeholders to learn about issues of concern.
6. Publishing policy updates that provide advocacy tips and information on current legislative news, upcoming community events, and committee hearings on a wide range of topics.

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 adequate and appropriate;
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. Human Resources

1. Hiring, supervising, conducting performance evaluations of the Executive Director, and where appropriation, making decisions regarding termination of employment of Executive Director;
2. Oversee, review, approve and implement Agency 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;

G. 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 and ensuring compliance with federal, state and local laws and regulations;

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; and

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

Section 4. Duty of Loyalty/Standard of Care. All members of the Board of Directors have a legal duty of loyalty to the corporation. A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

A. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

B. Legal counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

C. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 5. No Personal Liability. Except as provided otherwise in these bylaws, a person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a Corporation, or assets held by it, are dedicated. No member of the Board has the ability

or authority to enter into contracts for the Corporation or encumber corporate property without the approval of the Board as required by these bylaws.

Section 6. 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.

Section 7. Self-Dealing Transactions. Except as approved below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this Corporation and any person (other than a California nonprofit public benefit Corporation) in which one or more of the Directors is a Director or between this Corporation and any person in which one or more of its Directors has a material financial interest. A Director shall not be deemed to have a "material financial interest" in a contract or transaction that implements a charitable program of this Corporation solely because the contract or transaction results in a benefit to a Director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by the Corporation in good faith and without unjustified favoritism.

Section 8. Approval of Self-Dealing Transactions. As provided for in California Corporations Code Section 5233, the Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this Corporation and, after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office, provided that a quorum is present, without counting the vote of the interested Director or Directors. The interested Director shall not participate in any deliberations with respect to the proposed transaction and shall not be present during the vote on any such proposed transaction.

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 one or more of the following: 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.

C. 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 and detailed above.

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 unless the matter requires consideration and approval by the entire Board.

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.)

All members of the Board of Directors are prohibited from deliberating, voting or attempting to influence the vote of other members of the Board of Directors on matters which they may have a financial or other interest, either for himself or herself, or for a member of his or her immediate family. For purposes of these bylaws, "immediate family member" is defined as a parent, child (adopted or natural), sibling (step, half or full), or grandchild.

In addition to the disclosures set forth below, any board member who believes that there may be a potential or actual conflict of interest on a particular agenda item is required to disclose the nature and extent of the potential or actual conflict of interest. Following disclosure, the remaining members of the Board of Directors, without the involvement, input or presence of the board member who may have the potential or actual conflict, shall deliberate and vote on whether to allow the member who may have the potential or actual conflict, to participate in the consideration of the agenda item at issue.

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.

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 them 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.

Section 3. Limitations of Inspection Rights. California law provides that every Director shall have the "absolute right" at any reasonable time to inspect all books, records and documents of the Corporation including, without limitation, the records and minutes of proceedings of the Board of Directors. As further defined by California law this right of inspection is not actually "absolute" but may be limited in such situations where: (1) it may violate a reasonable expectation of privacy under California or federal law; (2) it may result in the disclosure of privileged or confidential attorney-client communications; and (3) the Director requesting the exercise of the right may have divided duties of loyalty. In these circumstances the Corporation may deny the Director's request for inspection and/or impose just and proper conditions to the access of the books, records or documents requested. Subject to the above limitations and conditions, 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. The Corporation shall have a reasonable time to respond to a request for inspection, including sufficient time to consult with legal counsel with regard to the scope of the request and the Director's rights of inspection and access.

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

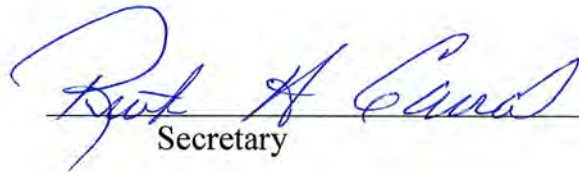
prevent persons from voting more than once. Voters will be asked to write in the name of the nominee of his/her choice. The voter will be asked at the same time to choose an alternate, unless there are only two candidates.

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 June 9, 2016, by their unanimous consent, and ratified by the Madera County Board of Supervisors on August 9, 2016.

Dated: 10/13/2016


Secretary