



BYLAWS

of Community Action of Southeast Iowa

ARTICLE I

Name and Status of Corporation

The name of the corporation is Community Action of Southeast Iowa.

This corporation shall be non-profit and shall have and continually maintain in the State of Iowa, a registered agent whose office is identical with such registered office, as required by the Iowa Non-Profit Corporation Act.

ARTICLE II

Service Area

The geographic area served by this corporation shall be the counties of Des Moines, Henry, Lee and Louisa counties. The agency may provide programs in additional counties.

ARTICLE III

Purpose

Community Action of Southeast Iowa shall serve as an advocate of the low-income on matters of public policy which affect their status; and to promote institutional change.

In addition, its purposes are to:

- Provide a broadened resource base of programs directed to the elimination of poverty.
- Insure the maximum feasible participation of the low-income in the development and implementation of all programs and projects designed to serve them.
- Mobilize public and private resources in support of its programs and purposes.
- Provide safe and sanitary housing that is affordable to low and moderate income persons.

Community Action of Southeast Iowa will administer programs intended to meet these purposes.

ARTICLE IV

General Membership

Section A. Closed Membership Organization

The membership of the Corporation shall be composed of the Board of Directors.

Section B. Membership on County Advisory Committees

Each member of the Board is automatically a member of the Community Action County Advisory Committee in the county where each resides.

Section C. Fee

There shall be no membership fees.

Section D. Compensation

Board members shall not receive any compensation for their services but may receive gifts of nominal value from the agency.

No part of the net earnings of the Organization may benefit any member, founder, contributor or individual.

Reimbursement for expenses may be claimed and paid in accordance with the travel procedures of the agency.

ARTICLE V

Board of Directors

Section A. Number of Directors

The Board of Directors of the Corporation shall consist of fifteen members with representation from each of the four counties.

Section B. Composition

The Tripartite Board shall be composed of one-third public officials, one-third representatives of the low-income and one-third private groups.

1. Public Officials

Each county Board of Supervisors shall elect one representative to the governing board except Des Moines County shall elect two representatives. The term of service is for one year.

The Board of Supervisors may select its representative from among its membership, or select someone not serving on the Board to represent it. The person selected must be able to speak for and on the behalf of the elected officials and general public.

- a. Representatives will be named annually following the election of county supervisors.

- b. When the seat of a public official is vacant, the Board shall ask the designating officials to fill the seat.

2. Representatives of the Low-income

Representative shall be democratically selected. Henry, Lee and Louisa counties will each select one representative and Des Moines County will select two representatives by a group representing the low-income such as Head Start Parent Groups and County Advisory Groups. The democratic selection will be made in accordance with the agency Selection Procedures. The term of service is one year. The Board member may be reappointed after the end of the one year term.

3. Representatives of the Private Sector

The remaining members shall be individuals affiliated with or officials of business, industry, labor, religious, welfare, education, minority groups and other major groups and interests within the territory served by the Corporation. These groups and interests will be selected by the membership of the Board of Directors in such a manner as to ensure that the Board is a continuing and effective mechanism for securing broad community involvement.

The Executive Director will recommend new members of the selected groups to the Board of Directors for approval. Des Moines, Henry and Louisa Counties will have one representative and Lee County will have two representatives. The term of service is for one year. The Board member may be reappointed after the end of the one year term.

4. Additional Head Start Requirements

In addition to the above, the Improving Head Start for School Readiness Act of 2007 requires the following:

- a. Fiscal Management Background: At least one of the members of the Board of Directors within the membership structure described above shall have a background and expertise in financial management or accounting.
- b. Early Childhood Education Background: At least one of the members of the Board of Directors within the membership structure described above shall have a background and expertise in early childhood education.
- c. Licensed Attorney: At least one of the members of the Board of Directors within the membership structure described above shall be a licensed attorney familiar with issues that come before the Board.

- d. Additional Representation: Additional members shall reflect the community and include at least one parent of a child who is currently, or was formerly, enrolled in Head Start; and members who have expertise in education, business administration, or community affairs.
- e. Use of Consultants: If a person described in 4. a, b, or c, above, is not available to serve as a member of the governing body within the required tripartite structure, the Board of Directors shall use a consultant, or another individual with relevant expertise, with the qualifications described above, who shall work directly with the governing body.

Section C. Petition Procedure

Any group or representative of business, industry, labor, religious, welfare, education, or other major group or interest may petition for membership on the Board of Directors to the Board President or the Executive Director. No prescribed form or procedure is necessary for such a petition except as may be required under federal regulations. The written request must be submitted prior to August 31st.

In the event that a majority of the membership of the Board of Directors determines that the petitioning group or interest shall be entitled to representation, the Board of Directors shall admit to membership an official or member of that group or interest if such admission to membership does not disrupt the tripartite balance or in any other way contradict any portion of the by-laws as currently construed.

Section D. Residence

Each board member shall be a resident of the county that she/he represents.

Section E. Term of Service

There shall be no limitation on the number of years representatives serve on the Board.

Section F. Vacancies

1. Removal

Public Officials

Public officials or their representatives may be removed from the Board only by the designating officials (s).

Private Persons and Low-income Representatives

A Board member representing either of these two categories may be removed by a majority vote of the non-vacant seats of the Board.

Community Action of Southeast Iowa Bylaws

Reasons for removal may include:

- Using his/her position on the Board of Directors for his/her personal gain.
- Misrepresenting the agency and its stated goals and/or purposes.
- Willful or flagrant violation(s) of the agency's Ethic and Confidentiality policy or Board policies.
- Failure to attend three consecutive meetings without prior excuse.

2. Resignation

Any member may send a written intent of resignation to the Executive Director. The Board, at its next regularly scheduled meeting will place the resignation on record. A Board member shall resign his/her seat before applying for any position of employment with this agency.

Section G. Conflict of Interest and Ethics

1. Conflict of Interest

Members of the Board of Directors shall establish a Conflict of Interest Policy, and shall abide by and agree to the established Conflict of Interest Policy at all times. Any and all conflicts of interest shall be immediately identified and addressed by the Board of Directors.

Office of Head Start Notification: If a Member of the Board of Directors holds a position as a result of a public election or as a political appointment (see Article V, Section B.1.), and such position carries with it concurrent appointment to serve as a member of the Board of Directors of Community Action of Southeast Iowa, and if a conflict of interest as described herein results, the Board Member shall make this conflict of interest known, and the Executive Director shall be responsible for informing the Office of Head Start of the real or potential conflict of interest.

2. Ethics

Members of the Board of Directors shall establish a detailed Ethics Policy, and shall abide by and agree to the established Ethics Policy at all times. Any and all ethical concerns shall be immediately identified and addressed by the Board of Directors.

Section H. Powers of the Board of Directors

1. The Board of Directors has the general corporate power to exercise those rights and duties of a director as set forth in the Iowa Nonprofit Corporation Act.
2. The Board of Directors is responsible for the establishment of financial management, accounting, and reporting policies, and compliance with laws and regulations related to financial statements, including:

- a. The approval of all major financial expenditures of the agency, in accordance with established fiscal policies.
 - b. Annual approval of the operating budget of the agency.
 - c. The Board shall pre-approve audit and non-audit financial services prior to engagement, ensuring independence of the auditor.
 - d. The Board will receive reports from the auditor about accounting practices and fiscal policies, about which the auditor may be concerned, and will follow up with the auditor and staff as necessary to ensure any concerns arising from the audit process are duly addressed and corrected. The full Board shall meet not less than annually with the independent auditor to receive an audit report.
3. The Board of Directors has the legal and fiscal responsibility for administering and overseeing programs, safeguarding public funds, and ensuring compliance with federal laws (including regulations) and applicable state, and local laws (including regulations).
4. The Board of Directors will establish, adopt, and periodically update written standards of conduct for disclosing, addressing, and resolving any conflict of interest, and any appearance of a conflict of interest, by members of the Board of Directors, officers and employees of the agency, and consultants and agents who provide services or furnish goods to the agency; and establish policies to handle complaints, including investigations, when appropriate.
5. The Board of Directors will adopt practices that assure active, independent, and informed governance of the agency, including participating in the development, planning, and evaluation of the services. These practices shall include Board of Directors' review of any and all internal and external monitoring, as well as monitoring the agency's actions and responses to any plans of correction issued by any external monitoring entity.
6. It is the Board of Directors' responsibility to review and approve all major policies of the agency, including personnel policies related to hiring, evaluation, termination and compensation of employees, to include:
 - a. Approving personnel policies and procedures, including policies and procedures regarding the hiring, evaluation, compensation, and termination of the Executive Director, Head Start Director, Director of Human Resources, Chief Fiscal Officer, and any other person in an equivalent position with the agency;
 - b. Selection, compensation, evaluation and termination of the Executive Director of the Corporation.
7. The Board of Directors is additionally responsible for the following Head Start-specific responsibilities:
 - a. Establishing procedures and criteria for recruitment, selection, and enrollment of children;
 - b. Reviewing all applications for funding and amendments to applications for funding;
 - c. Establishing procedures and guidelines for accessing and collecting program information.

- d. Reviewing and approving the annual self-assessment, Community Assessment and progress meeting program goals; and
- e. Developing procedures for how members of the Policy Council are selected.

ARTICLE VI

Meetings

Section A. Schedule and Location of Meetings

1. Schedule and Location of Meetings

The Board must meet at least once every ten (10) weeks. Meetings must be conveniently scheduled and located for the Board members and the general public, and should be held in Sec. 504 approved sites.

2. Notice of Regular Meetings

Notice shall be provided to all Board members by mail or electronic mail at least five (5) days in advance.

Section B. Special Meetings

A special meeting may be called by the President at any time. The President must call a meeting within ten (10) days after receiving a written request for such a meeting from a minimum of three (3) Board members.

Section C. Annual Meetings

An annual meeting shall be held for the purpose of electing officers and for any other business that comes before it. The annual meeting shall be held during the month of October.

ARTICLE VII

Proxies

Proxy voting by any Board member shall be prohibited at meetings of the Board and its committees.

ARTICLE VIII

Quorum

The quorum for a meeting of the Board and any of its committees shall be fifty percent (50%) of non-vacant seats.

In the absence of a quorum Board members will be requested to vote by written ballot which is sent to them by mail, fax or e-mail. Due to the urgency of some decisions that must be made, Board members may be polled by phone or e-mail for their vote. Results of the written ballot and phone polling will be taken before the Board at the next meeting for ratification.

ARTICLE IX

Officers of the Board

Section A. Selection

The officers of the Board shall be: President, Vice President, Secretary and Treasurer.

Selection of officers shall be held at the annual meeting and shall be for a one (1) year term.

If a vacancy should occur among the officers, the position shall be filled at a regular Board meeting, and the term of office to last until the next annual meeting.

Section B. Duties

The President presides over all meetings of the Board. He/she is the authorized signature or agent of the agency. The President shall have the power to:

- appoint ad hoc committees
- appoint committee membership
- call special meetings

The Vice-President will act in the absence of the President, or in the event of his/her inability to act; the Vice-President shall have all the powers of and be subject to all restrictions of the presidency. The Vice-President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

The Secretary shall keep the minutes of the meetings of the Board of Directors with staff assistance. He/she is to see that all notices are given in accordance with the provisions of these bylaws and as required by law; be custodian of the corporate records; keep current addresses of all members; and perform all duties as from time to time may be assigned by the President of the Board of Directors.

The Treasurer shall have access to the full and accurate account of all receipts, disbursements, and books of record belonging to the Corporation. He/she is to perform all the duties incident to this office; and such other duties as from time to time may be assigned by the Board of Directors. The Treasurer will serve on the Finance Committee of the Board.

Section C. Multiple Office Holding

No member shall hold more than one office at a time on this agency's Board of Directors.

ARTICLE X

Committees of the Board

All of the committees shall fairly represent the composition of the Board. The term of office shall be until the next annual meeting. Persons will be appointed by the President.

Section A. Standing Committees

Standing committees shall include: Personnel, Finance, By-laws and the Executive.

The standing committees shall act in an advisory capacity only.

1. Personnel

This committee shall review the personnel policies at least every five years or as needed and make recommendations for changes. The committee will also make recommendations for salary compensation.

2. Finance

This committee shall receive and review the financial reports and make recommendations as it deems necessary. The Committee will also review the Fiscal Policies and Procedures and recommend changes.

The Committee will review applications for auditors and banking services and make recommendations to the Board.

3. By-Laws

The Committee will review the by-laws every five years or as needed and make recommendations to the Board.

4. Executive

The Executive Committee shall consist of the Officers of the Board. The committee will provide support to the Executive Director and review urgent matters requiring attention at times other than scheduled meetings of the Board, and report all actions taken to the full Board for its ratification.

Section B. Ad Hoc Committees

The President shall have the power to establish ad hoc committees as needed.

ARTICLE XI

County Advisory Committees

The County Advisory Committees shall have no policy making decisions. It shall be their duty to investigate the needs of the low-income people within their county; to mobilize resources necessary to help meet their individual county needs; and to institute change in community attitudes within the area.

ARTICLE XII

Policy Councils

Policy Councils required by regulation and/or legislation shall make recommendations to the Board of Directors on those areas that affect them.

ARTICLE XIII

Executive Director

Section A. Executive Director

The Board of Directors shall employ an Executive Director within the framework of the personnel policies and fair employment practices and procedures. The Executive Director shall manage the day-to-day operations of the Agency and is responsible for coordinating the implementation of the Corporation's policies, projects and other duties as the Board may require.

Section B. Written Instruments

Subject to the directions of the Board of Directors, all deeds and mortgages made by the Corporation and all other written contracts and agreements to which the Agency shall be a party may be executed in its name by the Executive Director. Such written instruments can be executed by the President or Vice President and attested to by the Secretary.

ARTICLE XIV

Indemnification, Insurance and Liability

Section A. Indemnification

Each director and officer of the Corporation shall be indemnified by the Corporation from and against any and all expenses, losses and liability reasonably incurred by him or her in connection with or arising out of any action, suit or proceeding, civil or criminal, in which he or she may be involved by reason of any action alleged to have been heretofore or hereafter committed or omitted by him or her while serving as a director or officer of

the Corporation. The directors will not be indemnified by the Corporation in relation to matters as to which he or she has been finally adjudged liable to the Corporation, adjudged to have received improper personal benefit, or adjudged guilty of intentional, willful, wanton or knowing violation of the law in any such conduct. However in the event of a compromise settlement of liability in any such action, suit or proceedings, the Board of Directors must approve the same before indemnification shall be provided. Such right of indemnification shall inure to the benefit of the heirs, executors and administrators of each such director or officer and shall be in addition to all other rights to which each of them may be entitled as a matter of law and shall not restrict the right of counsel to any of them in any proper case even though not specifically provided for herein.

Section B. Insurance

The Agency will purchase and maintain Directors' and Officers' insurance on behalf of any person who is or was such a director, officer, employee or agent of the Corporation or is or was serving at the request of the Agency.

Section C. Liability

To the extent allowed by law, no director or officer of the Corporation shall be personally liable to this Corporation for monetary damages for breach of fiduciary duty as a director or officer except for liability for a breach of the director's or officer's duty of loyalty to the Corporation or its members, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the director or officer derives an improper personal benefit.

ARTICLE XV

Amendment to Bylaws

These bylaws may be amended, altered or repealed and new bylaws may be adopted by a two-thirds vote of the membership of the Board present at the meeting, provided that at least seven (7) days written notice has been given of the intention to alter, amend, repeal or to adopt new bylaws at such meeting. A copy of the proposed amendments must be included in the notice.

ARTICLE XVI

Dissolution

This corporation may be dissolved, in a manner consistent with the laws of the State of Iowa, and with requirements of all funding sources.

Revised and Adopted 3/16/10. Reviewed by Attorney 6/15/2015. Revised and Adopted by Board 7/21/2015.