



**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 (the “Corporation”).

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 Revised Iowa Nonprofit Corporation Act, as amended (the “Act”). The registered agent or registered office, or both, may be changed by resolution of the board of directors.

**ARTICLE II  
Service Area**

The geographic area served by this corporation shall be the counties of Des Moines, Henry, Lee and Louisa counties. The Corporation 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.
- Ensure 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. No Members**

The Corporation has no members and all voting rights are vested solely in the Board of Directors.

**ARTICLE V**  
**Board of Directors**

**Section A. Number of Directors**

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall consist of twelve members with representation from each of the four counties.

**Section B. Composition**

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

1. Public Officials

Each county Board of Supervisors shall elect one representative to the governing board. The term of service is for one year. The county can reappoint the representative.

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

Representatives shall be democratically selected. Each county will have one representative. Representatives will be elected 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 Corporation 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. There will be four private sector representatives that must reside in the service area of Des Moines, Henry, Lee or Louisa counties. 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 31<sup>st</sup>.

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. Community Representatives must be residents of the service area counties of Des Moines, Henry, Lee, or Louisa.

### **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**

A Board member may be removed by a majority vote of the non-vacant seats of the Board. Reasons for removal may include:

- Using his/her position on the Board of Directors for his/her personal gain.
- Misrepresenting the Corporation and its stated goals and/or purposes.
- Willful or flagrant violation(s) of the Corporation'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 resignation is effective when the notice is delivered unless the notice specifies a later effective date. A Board member shall resign his/her seat before applying for any position of employment with this Corporation.

## 3. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors, unless otherwise provided for herein. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office.

## **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 in accordance with the Conflict of Interest Policy.

2. 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.

3. 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 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 Corporation, in accordance with established fiscal policies.
- b) Annual approval of the operating budget of the Corporation.
- 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 Corporation, and consultants and agents who provide services or furnish goods to the Corporation; 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 Corporation, including participating in the development, planning, and evaluation of the services. These practices shall include the Board of Directors' review of any and all internal and external monitoring, as well as monitoring the Corporation'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 Corporation, 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 Corporation;

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.

Section I. Compensation

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

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 Corporation.

**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 sites as approved under the Act.

Meetings can be held virtually, or a combination of in-person and virtual, provided members are able to hear and respond throughout the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

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. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice is given by electronic mail, it shall be deemed to be delivered when successfully transmitted at the recipient's last known electronic address. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

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.

Section D. Informal Action by Directors

Any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting out the action so taken, shall be signed by all of the directors.

**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. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

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. The act of a majority of the Board by written ballot shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

**ARTICLE IX**  
**Officers of the Board**

**Section A. Selection**

The officers of the Board shall be: President, Vice President, Secretary and Treasurer. The Board of Directors may elect or appoint other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Selection of officers shall be held at the annual meeting and shall be for a one (1) year term.

Any officer elected or appointed by the Board of Directors may be removed by the Board whenever in the Board's judgment the best interests of the Corporation would be served by such officer's removal, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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 Corporation. The President shall have the power to:

- appoint ad hoc committees
- appoint committee membership
- call special meetings
- perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

The Vice-President will perform the duties of the President in the absence of the President or in the event of the President's inability to act, and when so acting, 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 Corporation's Board of Directors.

### **ARTICLE X** **Committees of the Board**

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing, or recommending to the members, the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The appointment of any such committee and the delegation of authority shall not operate to relieve the Board of Directors of any responsibility imposed upon it by law. 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 and such appointment shall be approved by the Board. Vacancies in the membership of any committee may be filled in the same manner as the original appointments.

Unless otherwise provided in a resolution of the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**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 Board of Directors shall have the power to establish ad hoc committees as needed.

**ARTICLE XI**  
**County Advisory Committees**

The County Advisory Committees shall make no policy decisions. It shall be their duty to investigate the needs of the low-income people within their county, mobilize resources necessary to help meet their individual county needs, and 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 Corporation and is responsible for coordinating the implementation of the Corporation's polices, 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 Corporation 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 Corporation 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 Corporation.

**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 the 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. Reviewed by Attorney 6/16/2020. Revised and Adopted by Board 10/19/21, Reviewed by Attorney 3/12/2025, Revised and Adopted by Board 4/15/2025.*