

**CENTER FOR COMMUNITY ACTION
BY-LAWS**

**APROVED BY THE BOARD OF DIRECTORS
NOVEMBER 24, 1992
REVISIONS APROVED BY THE BOARD OF DIRECTORS**

NOVEMBER 10, 1993

MAY 11, 1994

JULY 12, 1995

SEPTEMBER 13, 2000 (ARTICLE X)

JANUARY 9, 2002 (ARTICLE III, NUMBER OF MEMBERS)

NOVEMBER 9, 2011

FEBRUARY 8, 2012

JUNE 10, 2015

JUNE 8, 2016

January 11, 2017

January 9, 2019

ARTICLE I-ORGANIZATION

SECTION 1-Name & Address

The name of this organization shall be Center for Community Action (CCA), hereinafter referred to as Agency, a private, non-profit corporation, with its principal office in Everett, Bedford County, Pennsylvania^(d).

SECTION 2-Organizational Name

On October 25, 2004, the Administrative Board of Keystone Community Action Program (KCAP), a public non-profit organization serving Bedford, Fulton, and Huntingdon Counties, unanimously voted to move forward with the privatization of the KCAP. At another meeting on January 06, 2005, the Administrative Board met with representatives from the Community Action Association of Pennsylvania (CAAP) and the Department of Community & Economic Development (DCED), to consider their options for privatization. On March 07, 2005, the unanimous decision was made by the Administrative Board of the Keystone CAP to merge with Center for Community Services. Effective July 01, 2005, and on behalf of Governor Edward Rendell, DCED designated Center for Community Services as the community action agency serving Bedford, Fulton, and Huntingdon Counties. On April 8, 2006^(d), the agency officially became Center for Community Action. January 2018 Center for Community Action expanded community services to include Mifflin and Juniata Counties ^(g).

ARTICLE II-PURPOSE

- A. The purpose of Center for Community Action is to provide a better focus on the availability of local, state, private, and federal resources upon the goal of empowering low-income individuals and ^(g) families, persons with disabilities, the elderly, and low-income individuals of all ages, to attain skills, knowledge, and motivation and supportive services to secure the opportunities needed for them to become self-sufficient. Thus, the overall result of this purpose is to make the entire community more responsive to the needs and interests of the low-income, disabled, and elderly by mobilizing resources and bringing about a greater sense of awareness and sensitivity to these issues. The Agency will provide a range of services and activities which have a measureable and potentially major impact on the causes of poverty in Bedford, Fulton, Huntingdon, Mifflin and Juniata ^(g) Counties.

ARTICLE III-TRIPARTITE BOARD COMPOSITION

The Board of Directors for the Agency shall consist of a minimum of fifteen (15) and a maximum of eighteen (18) members^(a). To achieve the purpose of Section 676B of the Community Services Block Grant Reauthorization Act of 1998, board membership shall have the following composition:

- A. Elected Public Officials or their Representatives
One-third of the board membership must be composed of local elected government officials currently holding office.^(b)
Elected public officials must be holding office on the date of selection to a tripartite board and serve only while they are in office.^(g)
- B. Representatives of Low-Income Individuals and Families
The implicit intent of this requirement is to insure that low-income representatives are chosen in accordance with democratic selection procedures and ^(g) currently live in areas served by the Agency are represented so that they have a strong voice in Agency governance and direction and are able to convey to those they represent the presence and significance of community action in their lives. And, because some programs within Community Action Agencies, especially Head Start, also require governance involving families being served, overall agency coordination and communications across programs are further enhanced when a few (one or two) members of Head Start Policy Councils^(e) serve on agency tripartite boards. The Head Start regulations require that the Policy Council and the Board cannot have identical membership.
- C. Representatives of Major Groups and Interest in the Community
The remaining one-third board membership will be comprised of members having key interest and resources within the community to guide agency actions and outcomes and may include members who are empowered by their organizations to participate in board activities and play a role in agency outcomes.

ARTICLE IV-BOARD DUTIES AND FUNCTIONS

The duties and functions of the Board shall include, but not be^(e) limited to, the following:

- A. To establish personnel, organizational, fiscal, and program policies, subject to all government rules and regulations and/or government policies.
- B. To enter into legally binding agreements with a Federal, State, or Local Agency or with any private funding organization for the purpose of providing services.
- C. To select the Executive Director of the Agency.
- D. To have the final legal and fiscal responsibility for the performance of the corporation and its activities.

- E. To make final approval of all program proposals and budgets.
- F. To assure compliance with the conditions of all relevant government rules and regulations and/or make government policies.
- G. To set policy and establish goals for the Agency based on the Needs Assessment ⁽⁹⁾.
- H. To oversee fundraising activities.
- I. To oversee the extent and quality of the participation of the low-income, elderly, and handicapped in the programs of the Agency.
- J. To determine rules and procedures for the Board, subject to all government rules and regulations and/or government policies.
- K. To engage appropriate legal counsel on an as needed and/or contingency basis.
- L. To receive timely and continuous training which includes new board member orientation, training on legal and fiduciary responsibilities, and Results Oriented Management and Accountability (ROMA).
- M. To review the bylaws every two years.^(f)

ARTICLE V-EXECUTIVE DIRECTOR

- A. The Board shall provide for the position of Executive Director who shall be Chief Executive Officer (CEO) of the Agency.
- B. The Personnel Committee shall screen applicants for the position and recommend no more than three (3) candidates to the Board for final selection at the next regular Board meeting.

- C. At the regular meeting of the Board, the Board shall vote for one (1) of the candidates submitted by the Personnel Committee. The candidate who receives a two-thirds (2/3) majority of the votes cast shall be selected Executive Director.

- D. Should no candidate receive a two-thirds (2/3) majority, the two candidates receiving the highest number of votes shall be voted upon again. The candidate receiving a two-thirds (2/3) majority on the second ballot shall be selected Executive Director. If a two-thirds (2/3) majority is still not achieved the matter shall be referred back to the Personnel Committee.

ARTICLE VI-BOARD MEMBERSHIP

- A. Terms of Membership: All Board members shall be nominated and elected to serve on the Board. The Board may designate one (1) or more members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee of the Board shall serve at the pleasure of the Board. Members of the Board shall be chosen by the Board in accordance with the Board composition as slated in Article III of these by-laws. Board members shall serve a term of three (3) years after which time they may be re-elected to the Board.

- B. Equal Opportunity: No candidate for Board membership shall be refused membership based on race, creed, sex, ethnic background, religion, age, sexual orientation, gender identity^(e) or disability.

- C. The Board may declare vacant the office of the director if he/she is declared of unsound mind by the order of a court or is convicted of a felony, or if within sixty (60) days after notice of his or her selection, he/she does not accept such office either in writing or by attending a meeting of the Board, and fulfill the requirements of qualification as the by-laws may specify.

- D. The Board may approve a Director being granted inactive status for a period no longer than six (6) months, because of business or health reasons. Directors on inactive status while maintaining membership on the Board will not be counted as part of a quorum for meetings.

- E. No member of the Board shall receive compensation merely for acting as a director. Any director or officer of the corporation is authorized to receive

reasonable compensation from the corporation for services rendered and for actual expenses incurred when authorized by the Board of Directors or its designee.

ARTICLE VII-VOTING

- A. All members of the Board shall have one vote each.
- B. Voting by proxy is expressly prohibited.
- C. All Board and Committee actions require a majority vote for approval. EXCEPTION: the dismissal of the Executive Director and dissolution of the corporation requires a two-thirds (2/3) vote of the Board membership.
- D. Voting Electronic – any action which may be taken at a meeting of the Directors may be taken without a meeting, if the written consent or consents (including fax, e-mail, or other forms of electronic communications) setting forth the action so taken shall be approved by at least a majority of all current Directors. Supporting documents will be presented at the next board meeting^(d).

ARTICLE VIII-BOARD MEETINGS

- A. The corporation's fiscal year is July 01 through June 30. An annual meeting will take place in June at which time Board members and Officers will be elected and the budget approved for the following year.
- B. The regular meetings of the Board will be held at times and places designated by the Board. Board meetings shall be held no less than quarterly.^(f)
- C. Special meetings of the Board may be called at the discretion of the Board President provided all members have at least three (3) day notice^(d).
- D. All Board meetings are open to the public. EXCEPTION: Meetings in which personnel, litigation, or property matters are discussed will be held in closed session.
- E. All Board meetings and committee meetings will be held in accordance with the general rules of parliamentary procedure.

- F. Any Board member may request a roll call vote on any issue considered by the Board. Barring this request, the votes shall be recorded by voice of the yeas and nays.

- G. Board members may be subject to removal from the Board if they have been absent from three (3) consecutive meetings, or consistently fail to notify the Executive Director or Board President of absence, within at least two (2) hours prior to a meeting.

- H. Quorums: In order to conduct the business of the corporation, or its committees, in a timely and effective fashion, a quorum shall consist of 50% of the standing members present at any meeting.

- I. One or more persons may participate in a meeting of the Board and/or a committee of the Board by means of the conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting ^(d).

ARTICLE IX-OFFICERS

- A. The officers of the corporation shall be:

President	Secretary
Vice President	Treasurer

B. Duties:

President: The President presides over the meetings of the Board; serves as Chairperson of the Executive Committee; signs checks, contracts, and^(e) agreements on behalf of the Board; serves as ex-officio member of all standing committees; and^(e) ensures the effective functioning of the Board and its committees.

Vice President: Acts in absence of the President. If the office of President becomes vacant during the year, the Vice President shall serve as President until next annual election of officers.

Secretary: Chief corresponding member of the Board responsible for seeing that the minutes of each board meeting are taken, properly maintained^(d) and compiled. The Secretary or designee will ensure up-to-date attendance records, record votes on all motions before the Board, and transcribe the minutes of the Board meetings. These minutes shall be submitted to the Executive Director to be distributed to the Board Directors with the notice of the next Board meeting^(d). He/She or the designee^(d) is responsible for the minutes of the Executive Committee meetings, and for insuring all appropriate correspondence is provided to the members of the Board.

Treasurer: Reports and reviews the fiscal status of the corporation and acts to insure the fiscal integrity of the corporation. Treasurer serves as Chairperson of the Development & Finance Committee.

- C. All officers of the corporation shall be bonded and have authority to sign checks.
- D. Terms of Office: All officers of the Board shall be elected by majority vote to a one-year term of office. Officers may be elected to the office but under no circumstances may any officer hold his/her office for more than three (3) consecutive years.

ARTICLE X-COMMITTEES

A. Committee and Duties

1. **Executive Committee** acts on all routine matters when a full board meeting is not possible. EXCEPTION: The Executive Committee **may not:**

- vote to dismiss the Executive Director
- vote to dissolve the corporation
- vote to dismiss any staff person
- vote to select board members
- approve or disapprove personnel policies
- vote to resolve litigation against the corporation

Violation of these provisions will result in dismissal from the Board.

Committee comprised of: President, Vice President, Secretary, Treasurer, and one (1) member elected by the Board. President serves as Chairperson of this committee.

2. **Personnel Committee** reviews and recommends changes and additions to the agency's personnel policies for consideration by the full Board; is the first Board involved^(e) in the grievance procedure; interviews and

makes recommendations for the selection or dismissal of the Executive Director; insures corporation is in compliance with all applicable equal employment opportunity laws and regulations; reviews and makes recommendations regarding the agency salary scale.

Committee comprised of: A minimum of three (3) members elected from the Board.

3. **Development & Finance Committee** is responsible for reviewing needs assessments and planning documents, monitoring the progress of current projects, and the recommendation of new program components and projects which will fulfill a need in the community. **Committee comprised of:** The Treasurer and a minimum of two (2) members elected by the Board. The Treasurer serves as Chairperson of this committee.

4. **By-Laws & Nominating Committee** make the necessary recommendations to the Board for revisions and/or additions to the corporation's by-laws. Responsible for the annual review of by-laws to insure that they enable the Board and its committees to function effectively and to assure that the by-laws are in compliance with applicable government instructions. This committee is responsible for recruiting, screening, and selecting private organizations to fill the public, private organization, or individual's sector component of the Board as outlined in Article III of these by-laws.

Committee comprised of: A minimum of three (3) members elected by the Board.

5. **Ad Hoc Committees**—The Board may, from time to time, authorize an ad hoc committee to be formed to work on a specific project. Ad hoc committees do not vote on committee business but rather present their work to the Board for election. These committees shall cease to function when the authorized project is completed.

B. Committee meetings shall be called at the discretion of the committee Chairperson, provided each committee member receives an advance notice of three (3) working days. EXCEPTION: the Executive Committee may meet at the discretion of the President of the Board.

C. Any voting action taken by a committee is not final until approved or disapproved by the full Board.

Five County ^(g) representation will occur on all committees.^(c)

ARTICLE XI-CONFLICT OF INTEREST

- A. The Agency's business practices of its directors, officers, and employees shall meet the highest ethical standards. Any director who disregards or violates the provisions of this policy will be subject to removal.
1. Directors may not willfully act as an attorney, consultant, agent, broker, or employee for any customer's business dealings with the Agency.
 2. Directors may not accept gifts, given or provided, services, or favors from a person, firm, corporation, or government agency doing business with the Agency to obtain special treatment or benefits^(e).
 3. Directors or personnel may not have an interest, direct or indirect, in any real property which the Agency has an interest in unless after full disclosure, a majority of the Directors waive this prohibition. This prohibition extends to spouses of Directors as well.
 4. Directors may not represent the Agency in any transaction if their personal interests might conflict with those of the Agency.
 5. Directors of the Board shall abstain from voting on or actively participating in those matters which involve business dealings between the Agency and any other business, outside organization, or group with which the Director is affiliated or holds an investment. The prohibitions stated in this paragraph shall extend to voting or participating both at the Agency and other businesses, organizations, or outside groups. In addition, insider information must not be used for personal gains.
- B. Bribes, kickbacks, or other payments to obtain special treatment or benefits for the Agency are strictly forbidden.
1. All Agency business will be awarded and accepted purely upon business considerations and Directors may not accept compensation in any form for placing or accepting Agency business.
 2. Directors may not accept compensation for publicly representing the Agency. However, with Board approval, an honorarium made to cover reimbursed expenses may be accepted.
- C. Directors may not disclose to unauthorized persons any confidential information or records concerning the affairs of the Agency or its customers.

Within the agency, disclosure of such information should be guided by good business practice, generally to those persons whose duties require and permit them to have access to such information.

- D. Directors are encouraged to participate in community affairs. Directors may not use the Agency's name or facilities for campaign purposes though they may, of course, disclose their affiliation with the Agency.
- E. Directors may not make gifts or contributions to any political committee, candidate, or party in the name of or on behalf of the Agency, except as authorized by the Board in compliance with the law.
- F. Directors must make Agency decisions without discrimination on the basis of race, creed, sex, ethnic background, age, sexual orientation, gender identity^(e), or disability.
- G. Directors who become aware of any illegal conduct affecting the Agency on the part of any director, officer, or employee of the Agency must inform the Board immediately.
- H. Prior to the termination of any Director from the Board for a conflict of interest, the Director must be afforded due process including a hearing before the Board and adequate notice of the hearing. Removal must be approved by at least two-thirds (2/3) of those members in attendance at the hearing.
- I. If a Director is terminated, the Board Secretary shall notify the target group or the organization represented that their representative is no longer a Director of the Board and that a new representative must be elected. However, in cases where an alternate was chosen, the alternate may serve if the target group or organization approves of such a designation.
- J. Termination for Other Reasons

A Director may be removed for behavior which is illegal, grossly negligent, antagonistic, malicious, conspiratorial, or destructive. Antagonistic acts include behaviors that violate civil laws and seriously impede or oppose Agency operations, including the following:

1. Destroying any Agency property
 2. Possessing concealed firearms or illegal weapons
 3. Falsifying records
 4. Stealing or embezzling from the Agency or any of its employees
- K. When the seat of the representative of^(e) a public sector who is not a representative of a private organization is vacant, then the By-Laws and Nominating Committee shall select a representative in accordance with the procedures outlined in Article X, Section 4.
- L. When the seat of the representative of a target group is vacant and no alternate has been selected, the Board shall notify the target group to select another representative in accordance with the procedures outlined in Article X, Section 4. If the target group has disbanded, the By-Laws and Nominating Committee shall designate a target group representative in accordance with Article X, Section 4.
- M. No persons may serve on the Board if the Agency employs the Board member's husband/wife, son/daughter, grandson/granddaughter, son-in-law/daughter-in-law, nephew/niece, or uncle/aunt.
- N. No employee of the Agency shall serve on the Board. No Board Member shall be an employee of the Agency.
- O. Compensation: No member of the Board shall receive compensation merely for acting as a Director. Any Director or Officer of the corporation is authorized to receive reasonable compensation from the corporation for services rendered and for actual expenses incurred when authorized by the Board of Directors or its designee.
- P. Liability of Directors
1. Standard of Care—A Director shall stand in fiduciary relation to the Agency and shall perform his duties as a Director, including his/her duties as a member of any committee or Board of Directors, in good faith, in a manner he/she reasonably believes to be in the best interests of the Agency, and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under

similar circumstances. In performing his/her duties, a Director shall be entitled to rely in good faith on information, opinions, reports, or statements and other financial data, prepared or presented by any of the following: a.) one or more officers of the Agency whom the director reasonably believes to be reliable and competent in the matter presented; b.) counsel, public accountants or other persons as to matters which the Board Member reasonably believes to be within the professional or expert competence of such persons, or, c.) a committee of the Board which he/she does not serve, duly designated in accordance with the law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question which would cause his/her reliance to be unwarranted.

2. Consideration of Factors—In discharging their duties, Directors may, in considering the best interests of the Agency, consider the effects of any action upon persons served by the Agency, employees and suppliers of the Agency, and upon communities which the Agency serves, as well as all other pertinent factors.
3. Liability for Monetary Damages—A Director shall not be personally liable for any action taken, or a failure to take any action, unless; a.) the Director has breached or failed to perform the duties of his/her office under paragraphs 1 and 2 herein; and b.) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. In the absence of a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or failure to take any action shall be presumed to be in the best interests of the Agency. The provisions of this section shall not apply to (i) the responsibility or liability of a Director pursuant to any criminal statute; (ii) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

Q. Indemnification

1. Directors, Officers, and Others—The Agency may indemnify any Director or Officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or is called as a witness in any threatened^(e), pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, including any action by or in the right of the Agency, by reason of the fact that he/she is or was a Director, Officer, employee, or

agent of the Agency, or is or was serving at the request of the Agency as a Director, Officer, employee, or agent of another association or other enterprise, against expenses (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

2. Advance Payment—The Agency may pay expenses incurred by an Officer, Director, other employee or agent, in defending a civil or criminal action, suit or proceeding, in advance of the final disposition of such action, suit or proceeding upon receipt of an agreement^(e) by or on behalf of such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Agency.
3. Continued Benefit—The indemnification provided herein shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XII—PROCEDURAL MATTERS

- A. The hiring of all personnel, except the Executive Director, rests with the Executive Director or his/her designee.
- B. All inquiries from Board Members regarding the business of the agency are to be first discussed with the Executive Director.
- C. No employee of the Agency may bring any matter to the attention of the Board without first discussing it with the Executive Director.
- D. The Executive Director, by virtue of his/her position, may attend any meeting of the Board or its committees, and he/she shall be informed of the time and place of any and all meetings. EXCEPTION: The only meeting closed to the Executive Director would be a board meeting in closed session which discusses the evaluation, hiring or dismissal of the Executive Director.

- E. Any Board Member who violates any part of these by-laws may be dismissed from the Board.

ARTICLE XIII—DISSOLUTION OF THE CORPORATION

- A. The Agency shall be voluntarily dissolved whenever two-thirds (2/3) of the Directors vote at three (3) consecutive regular meetings to discontinue the corporation. The Secretary shall notify, in writing, all Directors at least seven (7) days before each meeting informing them that ALL Directors must be present to vote on this matter.
- B. In the event the corporation should be dissolved, any assets shall^(e) be disposed of as follows:
 - 1. All outstanding debts shall be paid as funds permit.
 - 2. Any physical and or cash assets will be returned to those funding sources having such rights to said assets.
 - 3. Assets not covered in #2 of this article will be distributed to nonprofit, charitable organizations in accordance with a disposition plan approved by the Board.
- C. No Board Member may take pecuniary gain from the dissolution of the corporation.
 - (a) Revision approved by the Board of Directors November 9, 2011
 - (b) Revision approved by the Board of Directors November 9, 2011
 - (c) Revision approved by the Board of Directors February 8, 2012
 - (d) Revisions approved by the Board of Directors June 10, 2015
 - (e) Revision approved by the Board of Directors June 8, 2016
 - (f) Revision approved by the Board of Directors January 11, 2017
 - (g) Revision approved by the Board of Directors January 2019