

**ARTICLES
And
BY-LAWS**

SOUTH CENTRAL IOWA COMMUNITY ACTION PROGRAM, INC.

ARTICLE I
“Offices”

The principal office of the corporation in the State of Iowa shall be located in the City of Chariton, County of Lucas. The corporation may have such other offices, either within or without the State of Iowa, as the Board of Directors may determine or as the affairs of the corporation may require from time to time. (11-2010)

The corporation shall have and continuously maintain in the State of Iowa a registered office, and a registered agent whose office is identical with such registered office, as required by the Iowa Non-Profit Corp. Act. The registered office may be, but need not be, identical with the principal office in the State of Iowa, and the address of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II
“Purpose”

This corporation shall have all the power and is organized for all the purposes permitted by the Iowa Non-Profit Corporation Act. In addition thereto, in collaboration with community partners, the mission of South Central Iowa Community Action Program is to provide advocacy and services for persons striving for economic security while preserving their dignity and bring about change for the benefit of the people we serve and the community at large. (4-16)

ARTICLE III
“Members”

Section 1: CLASSES OF MEMBERS The corporation shall have one class of members. The designation of such class and the qualifications and rights of the members of such class shall be as follows:

- (a) The class of members shall be designated as regular members, comprised of the general public and must reside within the five-county area.

Section 2: VOTING RIGHTS Each member shall be entitled to one vote on each matter submitted to the vote of the members.

Section 3: TERMINATION OF MEMBERSHIP The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

Section 4: RESIGNATION Any member may resign by filing a written resignation with the Secretary.

Section 5: RE-INSTATEMENT Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, re-instate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 6: TRANSFER OF MEMBERSHIP Membership in this corporation is not transferable or assignable.

ARTICLE IV

“Meeting of Members”

Section 1: ANNUAL MEETING The annual meeting of the Board of Directors shall be held in July at such time and place as shall be stated in the notice of said annual meeting. Notice of annual meeting shall be given to all members by ordinary mail or electronically at least five (5) days prior to the meeting.

Section 2: REGULAR MEETINGS Regular meetings will be held a minimum of seven times during the corporation's fiscal year. Notice will be provided by mail or electronically, of meeting, time, place, date and agenda. Any Board member may attend the regular board meetings through the use of technology (such as conference call or Skype) when not able to be physically present.

Section 3: SPECIAL MEETINGS Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any place, within the five-county area of the State of Iowa, as the place for holding any special meeting of the board called by them. Special meetings may be held through the use of technology (such as a conference call) where Board Members are not physically present. Notice of special meetings shall include matters to be discussed at the meeting and shall be mailed (traditional or electronic mail as appropriate) at least (3) days prior to the meeting. The notice will state time, date and place of meeting and include the agenda of the meeting.

Section 4: QUORUM A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Members participating through technological means (such as by conference call) shall be considered to be in attendance.

Section 5: MANNER OF ACTING

- (a) Upholding Code of Ethics;
- (b) Board meetings will be guided by Robert's Rules of Order;
- (c) The act of the majority of the directors at meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote and there shall be no voting by proxy.

Section 6: 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 in the same manner in which they were filled originally as outlined in Article V, Section 2. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 7: NON-ATTENDANCE – VACANCY Any board member except elected officials shall be deemed to have submitted his/her resignation from the board if he/she does not attend three (3) or more consecutive regular meetings of such board.

Section 8: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 9: No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 10: Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future US Internal Revenue Law) or (b) by a corporation, contributions, to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future US Internal Revenue Law).

Section 11: COMPENSATION Directors shall not receive any compensation for their services or reimbursement for expenses, except the low-income sector may be reimbursed for actual expenses.

ARTICLE V

“Board of Directors”

Section 1: GENERAL POWERS The affairs of the corporation shall be managed by its Board of Directors.

The Board has the authority to enter into legally binding agreements with Federal, State or local agencies, or with private funding organizations for the purpose of running programs or providing services. It shall also have the responsibility of issuing an annual report concerning the activities of the corporation. Each member of the board shall be entitled to one vote on all matters before the Board.

In addition to its above general corporate powers, the board also possesses the following specific powers and responsibilities:

- A. To appoint and discharge the Executive Director of the agency;
- B. To appoint and discharge the Equal Opportunity Officer;
- C. To determine the overall program plans and priorities for the agency, including provisions for evaluating program plans against performance;
- D. To determine major personnel, organizational, fiscal and program policies;

- E. To make final approval of all programs and budgets;
- F. To enforce compliance with all grants;
- G. To oversee the extent and quality of the participation of the low-income in programs of the agency;
- H. To determine policies, rules and procedures for the governing of the board;
- I. To select the officers and the executive committee of the governing board;
- J. Each new member of the Board of Directors will document by signature and date that they received the board orientation packet and a copy of the by-laws. Board orientation will be completed within six (6) months of appointment;
- K. Each director will receive a copy of the by-laws every two (2) years.

Section 2: NUMBER, TENURE, QUALIFICATIONS AND COMPOSITION OF THE BOARD OF DIRECTORS The number of directors shall be fifteen (15). The Board membership shall be as follows:

- (a) One-third (1/3) shall be persons who are currently on the board of supervisors or city council or designees of such persons.
- (b) One-third shall be persons representative of the low-income chosen in accordance with democratic selection procedures and residing in the county they will be representing. (adopted 8-06)
- (c) One-third shall be persons who are members or representatives of businesses, industry, labor, religious, welfare and educational organizations or other major interest groups. These persons shall be seated every three years upon majority vote of board members.

All board members selected to represent a specific geographic area within the community must reside in the area represented.

Additional Head Start Requirements — The Improving Head Start for School Readiness Act of 2007 requires the following:

1. Fiscal Management or Accounting Background. At least one of the members of the Board of Directors within the membership structure described above shall have a financial background and expertise in fiscal management or accounting.
2. Early Childhood Education and Development Background. At least one of the members of the Board of Directors within the membership structure described above shall have a background in early childhood.
3. 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 the issues that come before the corporation.

If a person described is not available to serve as a member of the Board of Directors, the Board of Directors shall use a consultant or another individual with relevant expertise with the qualifications described in such subsection who shall work directly with the Board of Directors in an advisory capacity. Such consultants shall not have any voting power or other powers reserved for members of the Board of Directors.

ARTICLE VI "Officers"

Section 1: OFFICERS The officers of the corporation shall be a President, First Vice-President, Second Vice-President, Secretary and Treasurer.

Section 2: ELECTION AND TERM OF OFFICE The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3: REMOVAL Any officer, elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever good cause is shown after a hearing and upon concurrency by a majority vote of the Board of Directors.

Section 4: VACANCIES A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term. To fill a vacancy, the procedure shall be as follows:

- A. Public Officials: If the vacancy is in this category, the Board of Directors shall inform the Chairperson of the County Board of Supervisors from which the board member was appointed requesting a new appointment.
- B. Representatives of Low-Income Clients: If the vacancy is in this category, a democratic selection process shall be conducted.
- C. Representative of Community Groups and Organizations: If the vacancy is in this category, the board shall select a representative to fill the vacancy.

Section 5: PRESIDENT The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time-to-time.

Section 6: FIRST VICE-PRESIDENT In the absence of the President or in the event of his inability or refusal to act, the First Vice-President shall have all powers of and be subject to all restrictions upon the President. Any Vice-President shall perform such other duties as from time-to-time may be assigned to him by the President or the Board of Directors.

Section 7: SECOND VICE-PRESIDENT The Second Vice-President will serve in the event of the absence of the President and First Vice-President.

Section 8: TREASURER The Treasurer shall be bondable. Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President and/or the Board. (adopted 11-06)

Section 9: SECRETARY The Board may appoint an employee of the agency to act as Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the secretary; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. (adopted 11-06)

Section 10: The Board of Directors shall appoint the Equal Opportunity Officer who shall report directly to the Board of Directors on equal opportunity matters, with responsibilities for the Civil Rights Program. The Equal Opportunity Officer shall not be the Executive Director or the Human Resources Director.

Section 11: EXECUTIVE DIRECTOR The Executive Director of the corporation shall manage the day-to-day operations of the corporation. The Executive Director shall be responsible for coordinating the implementation of the corporation's policies and programs and other such duties as the Board of Directors may require. The Executive Director serves at the discretion and pleasure of the Board of Directors. (adopted 11-06)

Succession Plan for the Executive Director

In the event of an extended absence of the Executive Director, the following plan shall be enacted.

- A. Extended Absence: An extended absence is defined as an absence of more than two weeks, for which little or no advance notice was provided. The Executive Committee, led by the Board President, will implement this plan. The Executive Committee will meet within five working days to deem if it is necessary to name an acting director. Until such time that the Executive Committee can meet, the Board President shall be the acting director. The person appointed as acting director shall have the full authority for decision making and independent action as the regular Executive Director and will report to the Board of Directors. Once a decision has been made regarding the acting director, the Board President will notify the full Board of Directors and agency staff. A letter signed by the Board President and the acting director will be sent to all funding sources and others deemed appropriate by the Executive Committee. Upon return of the Executive Director, directors and staff members will be notified by the Board President via email or letter. If the Executive Director is ultimately unable to return to work, the Board of Directors will declare the position vacant and will follow the steps outlined below for a replacement of the Executive Director.
- B. Replacement of the Executive Director: A planned replacement is necessary when it has been firmly determined by the Board of Directors that the Executive Director is leaving the position and will not be returning. Once it has been determined the Executive Director will not be returning, the Executive Committee will meet within five days to implement the following plan.

1. Determine if they will serve as the Search and Transition Committee or if they will appoint an ad hoc Search Committee of the Board of Directors.
2. Determine when to notify all banking institutions and have the departing Executive Director's name removed from all accounts.
3. Determine whether keys, passwords, etc. need to be reset.
4. Appoint an acting interim director (unless the departing Executive Director is staying on as an employee through the hiring date of the new Executive Director).
5. Communicate the replacement plan to all directors and senior leadership staff of the agency.
6. Conduct an exit interview with the Executive Director if he/she is leaving voluntarily.
7. Review the job description and make any necessary changes.
8. Set a salary range for the new Executive Director.
9. Define the search process (timeline, advertising, and budget).
10. Define the hiring process (where applications will be sent, how applicants will be selected for an interview, establish questions for the interview, form the interview team, establish a process for reference and background checks, recommend the candidate to hire to the full Board of Directors).
11. Secure approval of hire from the full Board of Directors and negotiate a contract with the new Executive Director.
12. Set the hire date and notify all directors, staff members and funding sources.

ARTICLE VII

“Committees”

Section 1: COMMITTEES OF DIRECTORS 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 (2) or more directors, which committees, to the extent provided in said 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 by-laws 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 the voluntary dissolution of the corporation or revoking proceedings therefore 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 provide that it shall not be amended, altered, or repealed by such committee. The designation of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law.

Section 2: STANDING COMMITTEES Standing committees shall include an Executive, Personnel, Planning and Evaluation, Audit, Facilities and Grievance committee. Committee members will be chosen by the Board Chairman. All committees, to the extent feasible, will fairly reflect the composition of the full board in terms of the representation of low income, elected officials and private sector within the service area. All committees will be responsible for reporting to the full board.

The Executive Committee shall consist of the Board Chairman, First and Second Vice-Chairman, Secretary and the Treasurer of the Board of Directors. The Executive Committee shall have the power to act on behalf of the Board of Directors in all emergency board affairs. The Executive Committee shall report its emergency activities and decisions to the full board membership at the next board meeting. The Executive Committee shall carry out the policy and direction established by the Board of Directors.

Section 3: COMMITTEE DUTIES

Duties of the Executive Committee include:

1. Fulfilling the board's function when that body is not in session;
2. Reporting to the full board any actions taken;
3. Organize and maintain organizational and operating procedures of the board;
4. Represent the board before governmental bodies;
5. Ensure compliance with the corporation's by-laws;
6. Ensure compliance with requirements of funding agencies;
7. Act as a support to the Executive Director;
8. Develop and document board operating procedures;
9. Support and work to development board capacity through training;
10. Ensure orientation and training for new board members and document.

Duties of the Personnel Committee include:

1. Monitor board attendance, membership and recruitment;
2. Monitor and maintain the Executive Director's evaluation process;
3. Monitor and maintain the succession plan for the Executive Director;
4. Review and up-date the corporation's employee manual at least annually;
5. Assist the Executive Director in matter such as salaries and fringe benefits.

Duties of the Audit Committee include reviewing and recommending action to the full board on the following activities:

1. Reviewing monthly financial reports including credit card accounts;
2. Development of the annual budget;
3. Oversight and responsibility for the annual corporation audit;
4. Oversight and responsibility for the submission of the corporation's 990 tax return;
5. Acquisition and/or sale of all property owned by the corporation;
6. Corporation expenditures and use of funds;
7. Proposed contracts, agreements and leases.

Duties of the Facilities, Health and Safety Committee include reviewing and recommending action to the full board on the following activities:

1. Review and maintain the corporation's facilities monitoring procedures;
2. Insure safe and healthy working environments at all corporation work sites;
3. Insure safe and compliant playgrounds for the children in our care;
4. Review and up-date as needed the corporation health and safety policy at least annually.

Duties of the Planning and Evaluation Committee include reviewing the effectiveness of programs, helping develop strategic plan using ROMA and development of the CSBG application. Information for such judgments should come from:

1. The agency's Management Information System (NIFCAP);
2. Program manager's reports;
3. Governmental evaluations;
4. Community organizations and service providers;
5. Client needs assessments.

Duties of the Grievance Committee include resolving employee grievances as per agency policies.

AD HOC COMMITTEES - The Board of Director's Chairman shall appoint whatever Ad Hoc Committees are necessary to carry out specific matters of business not addressed under existing standing committees as outlined in these corporation by-laws or standing rules and shall be dissolved at the conclusion of said business. A Chairperson shall be designated to serve for the term of the Ad Hoc Committees.

Section 4: TERM OF OFFICE Each member of the committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5: CHAIRMEN One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 6: VACANCIES Vacancy in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7: QUORUM Unless otherwise provided in the resolution of the Board of Directors designating a committee, 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 quorum is present shall be the act of the committee.

Section 8: RULES Each committee may adopt rules for its own government not inconsistent with these by-laws or with parliamentary procedures. (adopted 11-06)

ARTICLE VIII

"Contracts, Checks, Deposits, and Funds"

Section 1: CONTRACTS The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: CHECKS, DRAFTS, ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers or officer, agent or agents of the corporation and in such manner as shall from time-to-time be

determined by resolution of the Board of Directors. In the absence of such determination by the board, such instrument shall be signed by the agency Executive Director and countersigned by the president or a vice-president of the corporation.

Section 3: DEPOSITS All funds of the corporation shall be deposited from time-to-time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select, provided, however, any such bank, trust companies or other depositories' accounts shall be insured by an agency of the Federal government.

Section 4: GIFTS The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX

“Method of Financing Activities and Programs”

The activities and programs of the corporation shall be financed through grants from the federal, state, county, or city governments and from voluntary contributions, in cash or kind, from individuals, businesses, civic organizations, service clubs, or from any other group or groups concerned with achieving the purpose of this corporation.

ARTICLE X

“Books and Records”

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members. Board of Directors and committees having any of the authority of the Board of Directors shall keep at the registry or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent, or attorney for any proper purpose at any reasonable time.

ARTICLE XI

“Fiscal Year”

The fiscal year of the corporation shall begin on the first day of November and end on the last day of October in each year.

ARTICLE XII

“Conflict of Interest”

Conflict of interest shall include involvement in any decision whereby a board member, or a member of his/her immediate family stands to receive direct personal gain.

A member of the Board of Directors shall not vote on any matter which would involve a conflict of interest. Whenever a member has cause to believe he or she is involved in a matter to be voted upon, the member shall announce the conflict of interest and abstain from voting on such a matter.

After a board member announces that a possible conflict of interest exists, the entire board shall decide whether an actual conflict of interest exists by a vote of the majority. The member in question and any other members present who have already been disqualified from voting on the issue because of their own conflict of interest shall be excluded from voting on the question.

Whenever the board raises the question of conflict of interest with respect to any board member present, the questions of conflict shall be decided in the same manner as if the board member has announced the possible conflict of interest. (adopted 11-06)

ARTICLE XIII

“Participation”

Any persons or person residing in any county located within Iowa that desired to obtain the services and benefits offered by this corporation for their county may do so by submitting applications for membership and upon election of said members by the Board of Directors in accordance with the provision of these by-laws and the State of Iowa. The counties of Clarke, Decatur, Lucas, Monroe, and Wayne counties in Iowa are presently served by the corporation.

ARTICLE XIV

“Amendments to By-Laws”

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of intention to alter, amend or repeal, or to adopt new by-laws at such meeting.

ARTICLE XV

“Petitions for Representation”

Section 1: Representative groups of the poor or private groups and interests who feel themselves inadequately represented on the Community Action Agency Board may petition for representation by filing a written petition with the Governing Board of the CAA, signed by at least 50 members of the petitioning group.

Section 2: Within 45 days of the receipt of the petition, the Governing Board shall grant the petitioners a full hearing and shall approve or disapprove the petition.

Section 3: If the board votes to approve the petition, the board shall, within 45 days of the hearing, make the necessary provisions to revise or expand the make-up of its governing body to include representation of the petitioning group.

Section 4: The Chairman of the Governing Board of the CAA shall report to the state Department of Human Rights/Division of Community Action Agencies not later than 10 days after its receipt all petitions filed pursuant to this order. Such report shall be in writing and shall include a copy of the petition. The board shall promptly report all actions taken by the board after receipt of the petition.

ARTICLE XVI

“Dissolution”

Upon dissolution or final liquidation of the corporation, the assets of the corporation remaining after payment of its liabilities and obligations shall have been made or provided for, and which shall not be held upon condition requiring return, transfer or conveyance, which condition occurs by reason of such dissolution or final liquidation, shall be transferred to such corporations, organizations, foundations or other institutions, as the board or directors of the corporation may by majority vote designate, if at the time of distribution the payees or distributees are exempt from federal income taxation and if gifts or transfers to the payees or distributees are then exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code which amend or supersede said section. (10-2010)