

BY LAWS

WASHINGTON COUNTY COMMUNITY ACTION ORGANIZATION

ARTICLE I: Name and Offices

Section A. Name

The name of this non-profit private organization shall be ~~Washington County~~ Community Action Organization, Inc., hereinafter referred to as ~~WCCAO~~ *Community Action*.

Section B. Offices

The Corporation may have such offices as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section C. Registered Office

The registered office of the corporation required by the Oregon Non-Profit Corporation Law to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: The purpose of WCCAO Community Action shall be as follows:

Section A.

~~Washington County~~ Community Action Organization is a private non-profit, community based agency serving the economically disadvantaged in Washington County, *Oregon*, by providing for basic needs and promoting long term self-sufficiency.

Section B.

The responsibilities of ~~WCCAO~~ *Community Action* shall be as follows:

1. To serve as the local ~~C~~community ~~A~~action ~~A~~agency to contract, receive, and dispense funds in connection with, but not limited to the 1981 Community Services Block Grant Act and any amendments thereto.
2. To exercise all of the powers granted to a non-profit corporation under the Oregon Non-Profit Corporation Act as limited by Section 501 (C) (3) of the Federal Internal Revenue Code.
3. To solve problems and remove obstacles which block the achievement of self-sufficiency by the economically disadvantaged.

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4. To promote greater participation of the economically disadvantaged in decisions and activities affecting them.
5. To provide the leadership required to assure the active involvement of the public, private and non-profit sectors in addressing the problems of economically disadvantaged people.
6. *To coordinate and provide linkages between governmental and non-governmental human services.*
76. To address both the causes and symptoms of poverty by providing a range of services that help people to:
 - a. Secure meaningful employment;
 - b. Attain needed education and training;
 - c. Obtain adequate housing;
 - d. Meet emergency basic needs;
 - e. Counteract conditions of starvation and malnutrition; and
 - f. Make more effective use of other related services and programs.

ARTICLE III: Board of Directors

Section A. Number

There shall be no fewer than 15 and no more than 24 members *directors* on the Board. ~~of Directors.~~

Section B. Qualifications

1. Directors shall live or work in Washington County, Oregon.
2. No person may sit on the Board who is an employee of ~~WCCAO~~ *Community Action*.
3. The Board will be constituted *from sectors* so that: (1) one-third of the directors are elected public officials currently holding office or their representatives. If the number of elected officials reasonably available and willing to serve is less than one-third of the membership, membership of appointed public officials may be counted as meeting the one-third requirement; (2) at least one-third of the directors are persons chosen through democratic selection procedures adequate to assure that they are representatives of the poor in the area served; and, (3) the remainder of the directors are officials or members of business, industry, labor, religious, welfare, education, ~~or~~ *and* other major groups and interests in ~~the community~~ *Washington County, Oregon*.
4. *The Board shall have the power to create such additional non-voting ex-officio Board positions as it deems necessary.*

Section C. Alternates and Proxy Votes

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1. Alternates are not allowed to serve in a director's absence. ~~Public~~ **Elected** officials, unable to *regularly* attend Board meetings, may designate a representative *to serve on the Board as members from the public sector.*
2. Directors may not cast a proxy vote.
- ~~3. The Board of Directors shall have the power to create such additional non-voting, ex-officio Board positions as they deem desirable.~~

Section D. Term of Office

The term of office for directors shall be three years and consecutive terms are permissible. One-third of the positions, and one-third of the directors of each sector, shall be elected each year at the annual meeting.

Section E. Compensation

~~The WCCAO~~ **Directors of the Board** members shall serve without salary *compensation*.

Section F. Resignation

Any director may resign at any time by giving written notice ~~thereof~~ to the Secretary of the Corporation. ~~Such Resignation shall take effect at the time specified therein~~ *or at such earlier time as the Board shall require.* ~~and unless otherwise specified with respect thereto, the A-a~~ acceptance of such *a* resignation *by the Board* shall not be necessary ~~to make it effective~~. Resignations will be noted in the Board minutes.

Section G. Removal

1. ~~In the event that any~~ *If a* director has two consecutive unexcused absences from regular meetings he or she will be notified by the Board secretary that a third consecutive unexcused absence will result in removal from the Board.
2. Any director may be removed from the Board upon a two thirds majority vote of the directors present at any regular or special meeting. A two week notice of the time and place of the proposed removal of any director must be given to such member *and to the Board* by the Chair of the Board.
3. ~~In the event that~~ *If* a director position becomes vacant the Board may elect a successor to complete the unexpired term, by majority vote at ~~the next~~ *a* regular meeting.
4. Following a declaration of removal by the Board, the director so removed shall be given written notice of the action taken.

Section H. Vacancies

When a seat becomes vacant the unexpired term will be filled by a representative from the same sector through a majority vote of the Board.

ARTICLE IV. Conduct of Meeting

Section A. General Powers

The business and affairs of the corporation shall be conducted by its Board of Directors acting as a body in formal session, including the power to determine personnel, fiscal, and program policies, to approve overall program plans and priorities, and to assure compliance with conditions of grants and contracts and approve proposals for financial assistance.

Section B. Annual Meeting of the Board

An annual meeting of the Board of Directors shall be held. The meeting is designated by the Board for the purpose of electing directors and officers of the corporation and for the transaction of such other business as may come before the Board.

Section C. Regular Meeting

Regular meetings of the Board of Directors shall be held at least quarterly on a day and hour designated by the Board. The Chairperson, (with a majority of the directors concurring) may fix another date in lieu of the regularly scheduled meeting date.

Section D. Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any four (4) directors.

Section E. Place of Meeting

All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place within Washington County as may be determined by the Board of Directors.

Section F. Notice of Meeting

Notice of regular meetings shall be provided either by mail or telephone to members of the Board and must be posted at the ~~WCCAO~~ *Community Action* office at least seven (7) days prior thereto. Notice of special meetings must be posted and directors notified ~~at least twenty-four (24)~~ 24 hours prior thereto. Notice shall include time, place, and agenda.

Section G. Quorum

A majority of the number of directors *in office* shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section H. Vote

Each director of the Board shall be entitled to one vote.

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Section I. Manner of Acting

The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of greater number is required by the Articles of Incorporation or by the Oregon Non-Profit Corporation Law.

ARTICLE V: Committees

Section A. Appointment

The Board may create such committees as it may ~~may~~ *shall* deem appropriate. Each such committee shall be appointed by the Chairperson of the Board of Directors, shall consist of three (3) or more directors and may include non-directors subject to concurrence of the Board.

Section B. Manner of Acting

The act of the majority of the committee members present at a meeting at which a ~~quorum~~ *majority of committee members* is present shall be the act of the full committee unless the act of greater number is required by the Articles of Incorporation or by the Oregon Non-Profit Corporation Law.

Section C. Removal

In the event that a committee member has two consecutive unexcused absences from scheduled meetings, he or she will be notified by the Committee Chair that a third consecutive unexcused absence will result in removal from the committee.

Section D. Executive Committee

~~The Board shall elect an Executive Committee which shall consist of all Board Officers and shall reflect the Board composition. There shall be an Executive Committee of all elected officers of the corporation plus the immediate past chair and a member of the Board elected at large.~~ Executive Committee meetings shall be held as needed, to be determined by the Chairperson, and shall be called by the Chairperson, Vice-Chairperson or by any Board Officer and ~~one other director~~. The Executive Committee shall keep a written record of its official acts and shall submit such records to the Board.

The Executive Director, ~~and any~~ *a staff member* or consultant may be appointed to serve as *non-voting*, ex-officio committee members. A ~~simple~~ majority of ~~voting~~ Executive Committee members from the Board constitutes a quorum, and a quorum will be necessary in order to take official action.

The Executive Committee shall be charged with the responsibility of conducting interim business for the Board and shall report its activities to the next regular Board meeting for ratification. The Executive Committee shall follow Board policy in all matters and will discharge such matters as assigned to it by the Board. All Executive Committee action shall be subject to review and modification by the Board.

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ARTICLE VI: Officers

Section A. Number

The Officers of the corporation shall be a *the* Chairperson, Vice-Chairperson, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors from its membership, and at least ~~one~~ **two** of whom shall hold a low-income positions on the Board. Such other officers and assistant officers as may be deemed necessary may be elected from time to time by the Board.

Section B. Election and Term of Office

The officers of the corporation shall be elected ~~at the organization meeting of the initial Board of Directors and annually thereafter~~ by the Board at its annual meeting. If the election of officers is not held at such meeting such election shall be held as soon thereafter as is convenient. Each officer shall hold office for one year ~~or~~ **and** until replaced by a duly elected successor *except for the Chair and Vice Chair, with the Vice Chair serving as Chair elect, who will each be elected for a two year term.*

Section C. Removal

Any officer *or member of the Executive Committee* ~~elected by the Board of Directors~~ may be removed from ~~the Board~~ *office* by a two-thirds majority vote of the directors present at any regular or special meeting. A ~~two-week~~ *written* notice of the time and place of the proposed removal ~~of an officer~~ must be given to *the Board and to* such officer by the Chair of the Board *not less than two weeks before the meeting scheduled for consideration of such removal.*

Section D. Vacancies

A vacancy in any office shall be filled by the Board for the unexpired portion of the term, by nomination from any director at the first regular meeting following notification of the vacancy or as soon thereafter as convenient.

Section E. Board Chair

The Chair of the corporation *Board* shall preside at all meetings of the Board and of the Executive Committee. The Chair may sign, with the Secretary or any other officer of the corporation ~~thereunto~~ authorized by the Board, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be *as* expressly delegated by the Board or by these By-Laws to some other officer or agent ~~to~~ *of* the corporation or shall be *as* required by law to be otherwise signed or executed. The Chair shall perform such other duties *as are customary for that office and* as may be prescribed by the Board of Directors from time to time.

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Section F. Vice-Chair

In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as *are customary for that office and as* may be prescribed by the Board of Directors from time to time.

Section G. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and Executive Committee 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; ~~sign with the Chair, Vice Chair or other officer or agent, all documents which the Board has authorized to be executed on its behalf;~~ and in general perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Board of Directors from time to time. The Board may expressly delegate to some other officer, agent or employee of the corporation performance of any of the duties enumerated above, but the responsibility for proper performance shall remain with the Secretary.

Section H. Treasurer

The Treasurer shall be responsible to assure the proper care and custody of the funds and investment of the corporation. ~~He or she~~ *The Treasurer* shall be responsible to assure the maintenance of regular books of account and the deposit of all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the Board of Directors. ~~He or she~~ *The Treasurer* shall be responsible for putting in place and maintaining fiscal controls during his or her term of office and for implementing any controls and procedures as directed by the Board of Directors. ~~He or she~~ *The Treasurer* shall present financial reports to the Board of Directors periodically. The Board may expressly delegate to some other officer, agent or employee of the corporation performance of any of the duties enumerated above, but the responsibility for proper performance shall remain with the Treasurer.

ARTICLE VII: Employees

Section A. Executive Director

The Board of Directors shall appoint an Executive Director to serve at the pleasure of the Board. ~~Such~~ *The* Executive Director shall be a full-time employee of the corporation and, subject to the direction and control of the Board, shall direct and supervise the business and affairs of the corporation. The Executive Director shall perform such duties as may be prescribed by the Board of Directors from time to time. The salary of the Executive Director shall be fixed from time to time by the Board of Directors.

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Section B. Finance Manager

~~The Board shall establish and maintain a position of Finance Manager. The manager shall be hired, supervised and discharged by the Executive Director in accordance with the established Personnel Policies of the corporation. The manager shall prepare a monthly and annual financial report for the Board and shall be responsible for conducting financial affairs of the corporation within applicable laws, regulations and generally accepted accounting principles.~~

Section C. Other Employees

~~The Board may establish such other positions of employment as it deems desirable from time to time and shall fix salaries for such positions. The Executive Director shall hire and discharge employees of the corporation in accordance with the established Personnel Policies of the corporation.~~

ARTICLE VIII: Fiscal and Financial Regulations

Section A. Contracts

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section B. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, 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.

Section C. Deposits

All funds of the corporation not otherwise employed shall be expediently deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section D. Investments

All investments and reinvestments of funds of the corporation shall be restricted to the classes of investment permitted by statute.

Section E. Fiscal Year

The Fiscal Year of the corporation shall end on June 30 of each year.

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Section F. Audit

An independent audit of the corporation books shall be made within 120 days ~~of~~ *after* the end of each fiscal year by a selected certified public accounting firm *selected by the Board*.

The Chair ~~of the Board~~ shall make *the audit* available to the members of the Board ~~the aforesaid audit~~, and shall submit a detailed financial statement based upon ~~such~~ *the* audit at the first meeting of the Board following receipt of ~~said~~ *the* audit, but no later than 120 days following the close of the fiscal year.

ARTICLE IX: Amendments and Statements of Policy

Section A. Amendments

These By-Laws may be altered or amended at any regular meeting or special meeting of the Board by a majority vote of the quorum present. Written notice ~~and the~~ *of each* proposed change shall be mailed *or delivered* to directors ~~of the Board~~ at least ~~thirteen (13) days~~ *two weeks* prior to the date of the meeting.

Section B. Conflict of Interest

A conflict of interest exists if a director is in a position to vote on any matter the effect of which could be to ~~his/her~~ *the director's* private financial gain or loss, or to that of ~~his/her~~ *the director's* family. A conflict does not exist if the financial gain or loss arises because the action affects to the same degree all people in the county or a large class of people with which the member is associated.

If a conflict of interest arises, the affected director ~~must~~ *shall* give notice before the Board takes action ~~and shall not vote~~. Such disclosure of a conflict of interest will be made part of the minutes of the meeting. Where there is question, ~~the Board Chair~~ shall decide.

Any director who may benefit from an action by the Board more so than any other member in the county, or a large class of people with which the member is associated must be identified during the audit and the auditors ~~will look closely at the transaction involving them~~ *shall investigate that action by the Board*.

Section C. Indemnification

The corporation may indemnify to the fullest extent permitted by law, any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, trustee, officer, employee, or agent of the corporation or any of its subsidiaries, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with

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respect to any employee benefit plan of the corporation or any of its subsidiaries, or serves at the request of the corporation as a director, trustee, officer, employee or agent or as a fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust or other enterprise. Any indemnification provided pursuant to this Article IX, Section C shall not be exclusive of any rights to which the person indemnified may otherwise be entitled under any provision of these By-Laws, the Articles of Incorporation, agreement, statute, policy of insurance or otherwise.

Section D: Personal Liability

To the fullest extent permitted by law, no trustee, director or officer of the corporation shall be personally liable to the corporation or its members, if any, for monetary damages for conduct *in good faith* as a trustee, director or officer. Without limiting the generality of the foregoing, if the provisions of the Act are amended after this Article IX, Section D becomes effective to authorize corporate action further eliminating or limiting the personal liability of trustees, directors or officers of the corporation, then the liability of trustees, directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended.

No amendment or repeal of this Article IX, Section D, nor the adoption of any provision of these By-Laws inconsistent with this Article IX, Section D, nor a change in the law, shall adversely affect any right or protection that occurred prior to the time of such amendment, repeal, adoption or change. No change in the law shall reduce or eliminate the rights and protection set forth in this Article IX, Section D unless the change in law specifically requires such reduction or elimination.

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