

WASHINGTON COUNTY COMMUNITY ACTION ORGANIZATION

BY-LAWS

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.

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 shall be as follows:

Section A.

To serve as the local Community Action Agency to contract, receive and dispense funds in connection with, but not limited to, the Community Services Act of 1974 and any amendments thereto;

Section B.

To act as the local organization through which local, state and national efforts may work;

Section C.

To promote the general well-being of the total community, with special emphasis on the needs of the low-income, minorities and disadvantaged;

Section D.

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.

* By-Laws accepted by the Board 9/9/81

ARTICLE III: Membership

Section A. Membership

Membership in the corporation shall be all domiciliary of Washington County who are of legal (18 years or older) voting age.

Section B. Annual Meeting of Corporation

The annual meeting of the corporation shall be held on the regularly scheduled meeting in November for the purpose of electing the non-appointive members (see ARTICLE IV, Section 3 and 4) of the Board of Directors, and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day.

ARTICLE IV: Board of Directors

Section A.

There shall be a maximum of 18 members of the Board of Directors.

Section B. Qualifications

- 1) Board members shall be residents of Washington County, Oregon.
- 2) No person may sit on the Board who is a Board member or employee of an organization contracting to perform part of the agency work program.
- 3) One third (1/3) of the Board of Directors shall be publicly elected officials as defined in the Community Services Act of 1974 as amended. These members shall be appointed by the Washington County Board of County Commissioners, and shall include one Commissioner. Public Official members shall serve at the will of the Commissioners subject to annual review. Any appointments and changes will be made in writing to the Board of Directors.
- 4) At least one third (1/3) of the Board of Directors shall be representatives of low income groups as defined by Federal Government guidelines. The representatives shall be annually democratically elected by the members of their group or organization. Seating of a low income representative by the Board shall require the approval of a majority of the Board members currently in the office and shall assure that they represent the low income persons in Washington County.
- 5) The remaining Board members shall be officials or members of business, industry, labor, religion, welfare, education or other private groups and interests. The annual seating of a Private organization by the Board shall require the approval of a majority of the Board members currently in office and shall assure that the Board will benefit from broad community involvement. Whenever there are more organizations willing to serve than there are seats, the seats may be rotated among interested groups.

- 6) No person may sit on the Board who has a conflict of interest as defined in Article X, Section D.

Section C. Alternates and Proxy Votes

Each elected public official may select his/her own permanent alternate to serve on the Board either full-time or whenever he/she is unable to attend a meeting. Alternates for representatives of the poor shall be selected in the same manner and at the same time as the representatives themselves. Private organizations may select their own alternate in the same manner as they selected their representatives. Voting by proxy is not permitted at meetings of the Board or its committees.

Alternates are encouraged to attend any and all Board or committee meetings and participate in the discussion. Alternates may vote only in the absence of the member whom they represent.

Section D.

The Board of Directors shall have the power to create such additional non-voting, ex-officio board positions as they deem desirable.

Section E.

Election or appointment procedures applied to fill vacant or new positions on the Board shall provide for the maintenance of the representation requirements herein described.

Section F. Term of Office

Individual members of the Board or their representatives serving from the low-income or community group sector shall not serve more than five (5) consecutive years or more than a total of ten (10) years.

Section G. Compensation

The WCCAO Board members shall serve without salary.

Section H. Resignation

Any Board member 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 and unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Section I. Removal

- 1) Member and/or alternate who doesn't attend two (2) consecutive meetings, Board Secretary shall notify group in writing.
- 2) Member or alternate absent a third (3rd) time, neither will be seated, and the organization will have two regular meetings to participate (representation by a new person) or shall lose group position on Board.

- 3) Public elected officials or alternates not attending three (3) consecutive times shall be brought to the attention of the Washington County Board of Commissioners for replacement, or leaves Public Office.
- 4) Following a declaration of removal by the Board of Directors, the member so removed shall be given written notice of the action taken.

Section J. Vacancies

When the seat of a public official is vacant, the Board shall ask the County Commissioners to select another public official. When the seat of a private or low income organization is vacant, the Board shall ask that organization to name another representatives to fill out the term or select another organization upon nomination of the Nomination Committee.

Section K. Petition by Groups for Representation on the Board

Community agencies and representative groups of low income persons which feel inadequately represented on the Board, may petition for adequate representation. The petition, signed by at least 10 low income persons, shall be submitted to the Chairman, who shall bring the matter before the next meeting of the Board. The Board may change its size or composition in cases where a petition is granted.

ARTICLE V. Conduct of Meeting

Section A. General Powers

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

Section B. Annual Meeting of Board

The annual meeting of the Board of Directors shall be held on the regularly scheduled meeting in November. The meeting is designated by the Board for the purpose of electing officers of the Corporation and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day.

Section C. Regular Meeting

Regular meetings of the Board of Directors shall be held at least quarterly on the third Wednesday of each month at the hour designated by the Board. If such meeting day falls on a legal holiday in the State of Oregon or is otherwise inconvenient or unsatisfactory in the opinion of the Board of Directors, 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, Executive Director or any two (2) Board members.

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 fixed by the Board of Directors.

Section F. Notice of Meeting

Notice of regular meetings of the Board of Directors must be given at least five (5) days previously thereto by verbal notice given personally to each Board member, or such notice shall be given at least five (5) consecutive business days previously thereto in writing delivered personally or mailed to each Board member at his/her business or home address. Such notice shall be deemed, to be delivered when deposited in the United States mail so addressed, with postage thereto prepaid. Any Board member may waive notice of any meeting. The attendance of a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member 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 meeting of the Board of Directors need be specified in the notice or waiver or notice of such a meeting, except as required by the Articles of Incorporation.

Notice of regular meetings may be posted at the MCCAO office ten (10) days prior thereto. Notice of special meetings may be posted twenty-four (24) hours prior thereto. Notice shall include time, place, and agenda.

Section G. Quorum

A majority of the number of Board members currently in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Board members present may adjourn and reconvene the meeting from time to time with proper notice as defined in Section F of this ARTICLE. (A majority of the Executive Committee being present, the Chairperson may convene an Executive Committee meeting to conduct business, subject to later review and confirmation by the Board.)

Section H. Vote

Each member of the Board of Directors shall be entitled to one vote.

Section I. Manner of Acting

The act of the majority of the Board members 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.

Section J. Presumption of Assent

A voting member of the Board of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he shall file his dissent to such an action with the person acting as the Secretary of the meeting before the adjournment thereof.

ARTICLE VI: Committees

Section A. Appointment

The Board may create such committees as it may deem appropriate. Each such committee shall be appointed by the Chairperson of the Board of Directors, shall consist of three (3) or more members of the Board, and may include non-members subject to concurrence of the Board. All committee appointments to be consistent with the minimum requirements contained in ARTICLE IV, Section B.

Each committee shall have and may exercise such powers as shall be conferred or authorized by the resolution appointing it, subject, however, to the limitations set forth in Section 61, 141, Oregon Revised Statutes. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Board member of any responsibility imposed upon him by the law.

Section B. Manner of Acting

A majority of any committee may determine its action and may fix the time and place of its meetings unless provided otherwise by the Board of Directors. Each committee shall keep a written record of its official acts and shall submit such records to the Chairperson of the Board at such times as requested by the Board of Directors. Failure to submit such record or failure of the Board of Directors to approve any action indicated therein will not, however, invalidate such action to the extent it has been carried out by the corporation prior to the time the record of such action was or should have been submitted to the Board of Directors as herein provided.

Section C. Executive Committee

The Board shall appoint an Executive Committee which shall consist of all Board Officers and other Board members elected by the Board and shall reflect the Board Composition. 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 Board member.

The Executive Director and any staff or consultant may be appointed to serve as ex-officio committee members or consultant. A simple majority of Executive Committee members 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 confirmation. 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.

Section D. Nominating Committee

The Board shall annually appoint a Nominating Committee which will consist of at least three (3) Board members and shall reflect the Board composition. The Nominating Committee shall be charged with the responsibility of carrying out the principles of ARTICLE IV, Section A, B, C, D, E, F and J of these By-Laws. The Nominating Committee shall annually recommend to the Chairperson selection of an Election Committee to monitor the election process at the Annual Meeting. The Nominating Committee shall maintain written procedures which shall be reviewed by the Board.

Section E. Personnel Committee

The Board shall annually appoint a Personnel Committee which will consist of at least three (3) Board members and shall reflect the Board composition. The Personnel Committee shall annually recommend to the Board a Salary Scale and Fringe Benefit Package to be paid to staff, the Committee shall review all revisions to the Personnel Policies and make recommendations to the Board, and shall act on appeals of personnel issues only after they have exhausted prior appeals as set out in the Personnel Policies.

Section F. Planning & Evaluation Committee

The Board shall annually appoint a Planning & Evaluation Committee which will consist of at least three (3) Board members and shall reflect the Board composition. The Planning & Evaluation Committee shall recommend to the Board long range priorities, shall indicate the relationship between these priorities and the Agency's budget, and shall report to the Board on program performance.

ARTICLE VII: Officers

Section A. Number

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

Section B. Election and Term of Office

The officers of the corporation to be elected by the Board members shall be elected at the organization meeting of the initial Board of Directors and annually thereafter by the Board members at the Annual Meeting thereof. 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 accepted office, or until his death or until he shall resign or shall have been removed in the matter hereinafter provided. No alternate may serve as an officer of the Board.

Section C. Removal

Any officer elected by the Board members may be removed by the Board whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person to be removed.

Section D. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board for the unexpired portion of the term, by nomination from the floor at the first regular meeting following notification of the vacancy.

Section E. Chairperson

The Chairperson of the corporation shall preside at all meetings of the Board and may sign, with the Secretary or any other proper 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 expressly delegated by the Board or by these By-Laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed. The Chairperson shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section F. Vice-Chairperson

In the absence of the Chairperson or in the event of his death, inability or refusal to act, the Vice-Chairperson shall perform the duties, of the Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice-Chairperson shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section G. Secretary

The Secretary shall keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; so 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 and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation its seal is duly authorized; sign with the Chairperson, Vice-Chairperson or other officer or agent 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 any of the duties enumerated above.

Section H. Treasurer

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such form and with such surety or sureties as the Board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE IX of these By-Laws; and in general perform all the duties incident to the office of the Treasurer and such other duties 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 any of the duties enumerated above.

ARTICLE VIII: Employees

Section A. Executive Director

The Board of Directors shall appoint an Executive Director to serve at the pleasure of the Board. Such Executive Director may 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. He/she 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.

Section B. Comptroller

The Board shall appoint a Comptroller or Chief Accountant after recruiting and screening by the Personnel Committee with the Executive Director serving as a voting member. The Comptroller may be a full-time employee of the Corporation and will be supervised by the Executive Director. The Comptroller shall prepare a monthly and annual financial report for the Board and shall insure that the business and affairs of the corporation are conducted within the law, applicable regulations and generally accepted accounting principles. The Comptroller may not be dismissed without ratification of the Board.

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 IX: 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 August 31, of each year.

Section F. Audit

An independent audit of the corporation books shall be made at the end of each fiscal year. Such audit shall be made available and a current financial statement shall be presented at the Annual meeting of the corporation.

Section G. Report to the Board

The Chairperson of the Board shall make available to the members of the Board the aforesaid audit, and shall submit a detailed financial statement based upon such audit at the first meeting of the Board following receipt of said audit, but not later than 150 days following the close of the fiscal year.

ARTICLE X: Amendments and Statements of Policy

Section A. Amendments

Those By-Laws may be altered or amended at the regular meeting or a special meeting of the Board by a majority vote of the quorum present. Written notice and the proposed change shall be mailed to members of the Board at least thirteen (13) days prior to the date of the meeting.

Section B. Nepotism

Persons making final hiring decisions and appointments shall use discretion in whom they appoint taking into consideration the principles of nepotism.

Section C. Dissolution of the Board

Upon dissolution or final liquidation of the corporation, the assets of the corporation shall be distributed in accordance with a plan of distribution adopted by the Board; provided, however, all liabilities and obligations of the corporation shall be first paid, satisfied and discharged, or adequate provisions shall be made therefore, and assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution or final liquidation shall be returned, transferred or conveyed in accordance with such requirements.

Any remaining assets not held by this corporation upon condition of return, transfer, or conveyance, which condition occurs by reason of the dissolution or final liquidation, shall be returned or conveyed to one or more domestic corporation funds of foundations organized, created, or operated exclusively for charitable, scientific, or educational purposes as defined in Section 501 of the Internal Revenue Code, or if a public purpose, to the United States of America, the State of Oregon, or Washington County, said transfer or conveyance to be pursuant to a plan of distribution which shall be adopted in a meeting of the Board of Directors of the corporation.

Section D. Conflict of Interest

A potential conflict of interest exists if a Board member takes any action the effect of which would be to their private financial gain or loss, or to that of their family. A potential 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 potential conflict of interest arises, the affected member must give notice before taking action. Such disclosure of a potential conflict of interest will be made part of the minutes of the meeting.

THESE BY-LAWS WERE AMENDED AND APPROVED ON September 9, 1981