



Board of Directors By-Laws

Amended March 21, 2023

ARTICLE I

NAME, LOCATION, SEAL, FISCAL YEAR

1. Name: The name of the corporation shall be Community Action Pioneer Valley (Community Action), a private non-profit organization established under Chapter 180 of the General Laws of Massachusetts.
2. Principal Office: The principal office of the corporation shall be in the Commonwealth of Massachusetts and shall be located in Franklin or Hampshire County.
3. Corporate Seal: The Board of Directors may adopt and use a corporate seal.
4. Fiscal Year: The fiscal year of the corporation shall, unless otherwise decided by the Board of Directors, end on September 30 of each year.

ARTICLE II

MISSION AND PURPOSE

1. Mission: Community Action Pioneer Valley assists people who have low incomes to achieve economic stability and security, and works to build communities in which all people have the opportunity to thrive.
2. Values: We believe that we can accomplish this mission only when our activities are directed by and inclusive of low-income people. Our efforts will be in response to local needs, conducted with an awareness of national trends and policies, organized within strong community-wide partnerships, and respectful of and sensitive to the diversity and strengths of all community members.
3. Our Approach: We accomplish our mission by:
 - Offering support services and providing for basic needs to which all people have a right
 - Developing opportunities for people with lower incomes
 - Increasing public awareness about the challenges that many people with lower incomes face
 - Ensuring that people with lower incomes provide the leadership in the decisions that affect their lives
 - Engaging many voices in promoting human rights and economic justice
 - Advocating for policies that help and taking a stand against policies that hurt those living with lower incomes

4. Purpose: The purpose of the corporation shall be:

- a) To coordinate programs and make recommendations concerning the activities of agencies, public and/or private, responsible for education, social services, employment, and related programs so that Franklin and Hampshire Counties and surrounding communities can more effectively and efficiently satisfy the educational, economic and social needs of those citizens who could benefit or be assisted by the scope and intent of the Community Service Block Grant.
- b) To assist in providing facilities, personnel, and funds for studies, surveys, and demonstration plans leading to effective programs to be carried out by private and public institutions and agencies directed toward the achievement of the goals of the corporation.
- c) To plan jointly and in cooperation with existing local and state public and private agencies and institutions toward the effective utilization of the human resources within Franklin County, Hampshire County, Western Hampden County, and the 4 Worcester County towns of Athol, Petersham, Phillipston, and Royalston, and other surrounding communities
- d) To engage in such other educational, cultural, or scientific activities, or contractual activities within our region, as the corporation may from time to time determine.
- e) To acquire by purchase, gift, devise, bequest, lease or otherwise, to own, hold, use, maintain, improve and operate, and to sell, lease, and otherwise dispose of real and personal property.
- f) To solicit and to accept gifts of money, securities and real and personal property from any firm, person, corporation, trust, association, organization or agency, of any kind and nature, public, governmental or private.
- g) In general, to perform and do, either directly or indirectly and either alone or in conjunction or cooperation with other persons and organizations of every kind and nature, all other acts and things incidental to or in furtherance of all accomplishments of the purposes of the corporation and to use and exercise all powers conferred from time to time by the laws of the Commonwealth of Massachusetts upon corporations organized under Chapter 180 of the General Laws.

ARTICLE III
MEMBERSHIP

The corporation shall be a closed membership organization, the membership of the organization being the same as that of the Board of Directors.

ARTICLE IV
THE DIRECTORS

SECTION I Composition

The Board of Directors shall be made up of up to eighteen (18) members to be increased in the event of a successful petition pursuant to Article IV, Section 8 of these by-laws. The number may be changed from time to time in accordance with these by-laws, but shall not be less than fifteen (15) members. No employees of the corporation can be members of the Board of Directors.

In selecting its members, the Board shall attempt to bring together a group of people who represent the broad diversity of the people of this region, and who bring the skills and experience necessary to provide direction to the agency. The Board should represent the geographic diversity of a region that is comprised of cities, college towns and rural areas, such as Greenfield, Northampton, Ware, Easthampton, Amherst, North Quabbin, the Hilltowns, Turners Falls, and West County. The Board should also include people who bring essential skills and experience to the Board, such as the areas of finance, non-profit management, development, health, business, education, law, technology, public relations, and human resource management.

Given the limited size of the Board and the changing needs of the organization, the above is a statement of the Board's desire to be both diverse and experienced. As positions become vacant, the Board will look at its composition and prioritize the skills and characteristics it will emphasize in its recruiting process.

In accordance with the Head Start Act, and consistent with the Boards desire for experience and diversity, the composition of the Board shall include as follows:

- a) Not less than one (1) member with a background and expertise in fiscal management or accounting;
- b) Not less than one (1) member with a background and expertise in early childhood education and development
- c) Not less than one (1) member who is a licensed attorney familiar with issues that come before the Board of Directors;
- d) Parents of children who are currently, or were formerly, enrolled in Head Start programs; and
- e) One current member of the Head Start Policy Council.

If a person described in clause (a), (b), or (c) is not available to serve as a member of the Board of directors, the Board shall use a consultant, or another individual with relevant expertise, with the qualifications described in that clause, who shall work directly with the Board.

SECTION II Representatives of Public Officials

One-third of the Board of Directors shall be elected public officials. If the number of elected public officials reasonably available and willing to serve is less than one third of the Board, the Board may select appointed officials to serve. If a public official selected by the Board cannot serve him/herself s/he may nominate a representative to serve subject to the approval of the Board of Directors. The representative may but need not be a public official. Should an invited public official fail to serve or nominate a representative, the Board shall select another public official to serve or nominate a representative subject to Board approval.

SECTION III Representatives of the Low-Income Community

At least one-third of the Board shall be composed of democratically selected representatives of the low-income community. A total of 6 seats shall be filled by community representatives of people with low-income, all of whom must reside in Hampshire or Franklin counties. Representatives with low income, also known as community representatives, may be living or have lived with low-income or may represent a group or organization composed primarily of persons with low income and representing the interests of the population with low income. Individuals elected to represent a geographic area must reside in that area.

The selection procedure for representatives of the low-income community will be as follows:

1. The Board of Directors shall establish the election date for low-income representatives. Such election shall be held once every four years.
2. Through outreach to programs that serve the low-income community, the agency will generate a list of people interested in running as candidates to represent the low-income sector. These people will be invited to fill out a standard form, receive a Board job description, and attend an information session.
3. Two simultaneous elections will be held, one in Franklin County and one in Hampshire County. Ballots shall be prepared and mailed to a minimum of 2,000 Community Action program participants (approximately 1,000 in each county), 10 days prior to the election date. The date of the election and balloting sites shall be publicized through the local media. Persons not receiving the mailing may vote at various locations, such as Community Action program sites and city or town halls or through electronic ballot. Physical ballots must be post-marked or received by 4:30 pm on the election date in order to be valid.
4. Persons who may cast ballots must meet the following requirements:
 - Declaration of household income at or below 175% of poverty level as established by U.S. Office of Management and Budget (OMB).
 - Current resident of Franklin or Hampshire County, or, if homeless, statement of meaningful ties to Franklin or Hampshire County.
 - Age 18 years or older at the time of the election.
5. The three (3) candidates with the most votes in each county will be the low-income representatives on the Board. In the event of a tie election, a run-off election will be held.

SECTION IV **Representatives of the Private Sector**

1. The remainder of the seats on the Board shall consist of representatives of the private sector. A total of six (6) seats shall be allotted to the private sector.
2. A total of 6 seats shall be filled by community representatives of people with low-income, all of whom must reside in Hampshire or Franklin counties. Representatives with low income, also known as community representatives, may be living or have lived with low-income or may represent a group or organization composed primarily of persons with low income and representing the interests of the population with low income. Individuals elected to represent a geographic area must reside in that area.

SECTION V Terms of Service

Community Action does not require term limits. Public officials or their designees serving at the pleasure of the official hold a seat as a Director only as long as the Public Official is currently holding office.

SECTION VI Code of Conduct

The Board of Directors recognizes the paramount importance of maintaining Community Action's reputation for integrity, including, but not limited to, assuring compliance with applicable federal, state and local laws and regulations, as well as fulfilling contractual obligations. As such, Community Action shall observe and adhere to the Community Action Board of Directors Code of Conduct (Appendix A).

SECTION VII Removal

A Board member may be removed for cause, which shall include violations of the Code of Conduct set forth in Appendix A, and the failure to attend more than two consecutive Board meetings without prior notification. Removal action can be taken only after the member is notified. The member will have the right to be fully heard by the Board. A decision to remove a Board member can only take place after a majority vote of the Board with a quorum present. Only representatives of public officials and not the public officials themselves may be removed, while such public officials continue to hold office.

SECTION VIII Petition Procedures

1. Individuals with low income, community and religious organizations, and representatives of individuals with low income that consider their organization, or individuals with low income, to be inadequately represented on the Board may petition for adequate representation.
2. The petitioning group shall submit a formal written request for representation addressed to the President of the Board.
3. The petition must be signed by a minimum of twenty (20) residents in the area.
4. All petitions shall be acted on at the next regular Board meeting.
5. The Board of Directors shall make the final determination on the petition, after an open and full hearing, and return to the petitioning group in writing its decision and the reason therefore.
6. Where a petition is granted, the Board shall adjust and realign its size and composition in order to maintain the proper percentage of public officials and representatives of the poor.

SECTION IX Vacancies

1. There is a vacancy on the Board when a member has been notified of his/her official removal by action of the Board for cause, when a member notifies the Board of his/her resignation, when an elected official removes an appointee, when a member dies, or when a public official leaves office.

2. When the seat of a public official is vacant, the Board shall ask the elected officials to select another nominee to fill the seat.
3. When the seat of a representative of the low-income community becomes vacant, the Governance Committee shall select a replacement to serve for the remainder of the term by a process they determine. Replacement nominees may be identified by a variety of methods including but not limited to; prior candidates for the seat, nominations of democratically elected representatives of the Policy Council, or a parent committee, or may be nominated from a community organization with a majority low-income membership. The remaining low income representatives may select a replacement to serve for the remainder of the term. In the latter case, the person selected must, to the maximum extent possible, represent the same constituency as the original representative.
4. When the seat of a representative of a private organization is vacant, the Board shall select another representative to fill out the term.
5. The Board shall fill all Board vacancies within 180 days of the seat having been vacated.

ARTICLE V
POWERS OF THE GOVERNING BOARD

SECTION I **Responsibilities and Powers**

The directors and officers of the corporation are specifically charged with the responsibility of complying with all the goals of the Community Service Block Grant. In particular, they shall be responsible for securing the maximum feasible participation of the residents of the areas in which programs will be carried out, and members of groups that the programs will serve at all stages in the development, conduct and administration of all such programs.

The Board of Directors shall be responsible for ensuring compliance with Section 642 and 645A of the Head Start Act specifically, enumerated in Appendix B, Specific Head Start Responsibilities.

The general powers of the governing Board shall include the following:

1. To hire, fire, and evaluate the performance of the Executive Director of the agency.
2. Determination, subject to Department of Housing and Community Development and Head Start regulations and policies, of major personnel, fiscal and program policies.
3. Determination of overall program plans and priorities, including provisions for evaluating programs against performance.
4. Determination, subject to Department of Housing and Community Development and Head Start regulations and policies, of rules and procedures of the Board.
5. Selecting the officers and the Executive Committee of the Board.
6. Overseeing the extent and quality of the participation of the low-income community in the agency's programs.

7. Using their legal and fiscal responsibility for administering and overseeing programs including the safeguarding of Federal funds
8. Ensuring compliance with Federal State and local laws (including regulations)
9. Receiving timely and continuous training which includes new board member orientation, training on legal and fiduciary responsibilities, and Results Oriented Management and Accountability (ROMA).
10. Adopting policies that assure active, independent, and informed governance of the agency and fully participate in the development, planning, and evaluation of the Head Start program and be responsible for other activities, including
 - a) selecting delegate agencies and the service areas for such agencies;
 - b) establishing procedures and criteria for recruitment, selection, and enrollment of children;
 - c) reviewing all applications for funding and amendments to applications for funding of Head Start and Early Head Start programs.

SECTION II Bylaws Amendments

The directors may, by a two-thirds vote of the directors in attendance at any meeting, amend the bylaws, providing that notice of intent to change the said by-laws and a copy of the proposed change has been furnished to all directors at least 7 days prior to said meeting. The clerk shall notify every director of the nature of action taken in a timely manner.

SECTION III Reimbursements for Board Members

1. Members of the agency Board who are within the federal poverty guidelines may be reimbursed with CSBG funds for the following:
 - a. Meals: The actual costs of meals shall be paid when the time of an official meeting or other official appointment is such as to require attendance during a meal hour and when the meal is not otherwise provided. Reimbursement shall be for the actual cost of the meal (including applicable tax and reasonable tip) consistent with the limits set for employee reimbursement in the agency's personnel policies.
 - b. Baby-sitting expenses: Low-income persons shall be reimbursed for the actual costs necessarily incurred for the care of their young children while they attend an official meeting. The hourly rate paid must be comparable to that usually paid in the area for such services.
 - c. Lost Wages: When attendance at a meeting involves loss of wages, low-income persons may be reimbursed for actual wages lost.
 - d. Transportation: Transportation reimbursement to meetings shall be provided as needed.
2. All members of the Community Action Board may be reimbursed for the following:

- a. Transportation: Reimbursement for transportation to and from official appointments is permissible within the limits set forth in the agency's personnel policies.
- b. Other Expenses: Community Action may make available to Board members the use of telephones, copiers and computers in the agency office free of charge for matters relating to official business.

ARTICLE VI
MEETINGS

SECTION I **Frequency, Calling Meetings, Minutes**

1. The Board of Directors shall meet as often as necessary, but not less frequently than 6 times annually. A written notice of such meeting and agenda shall be sent to all Board members not less than 7 days before the intended date thereof. Further, public notice including the date, time and place shall be posted prominently on the agency website at least 5 days before the meeting. In an effort to foster public participation, non-members of the Board will be given a reasonable opportunity to be heard at special or regular meetings.
2. The President, or in his/her absence the Vice President, shall be responsible for calling meetings of the Board.
3. If the President or Vice President fail to hold a meeting as provided by the by-laws because of failure of the person whose duty it is to call such meeting, then any group consisting of at least five (5) Board members or the chairman may call such meetings, by a notice in writing sent by email to each Board member to his/her address shown in the records of the Corporation, at least 10 days prior to the date of such meeting.
4. The Board shall keep for each meeting written minutes which include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request. Within 10 days of ratification the minutes, financial reports, HS&ELP materials, notes, press release and any other materials reviewed by the Board shall be sent to the Department of Housing and Community Development.
5. The Board shall also make available to the public upon request, translations of the minutes in areas where a significant portion of the poverty population does not speak English.
6. The time and place of meetings should be set as to enable maximum feasible participation of low-income representatives.
7. All meetings of the board shall be open to the public. Executive sessions relating to programs, activities, and other matters funded by CSBG, should be held according to the procedures and for the purposes set forth in the Massachusetts Open Meeting Law (M.G.L. c. 30A, §§ 18 through 25).

8. Upon the prior approval of the Board, members of the Board of Directors or any committee thereof may participate in a meeting of the Board or such committee by telephone, videoconference, or similar communication methods provided all persons participating in the meeting are able to hear each other at the same time. The remote conferencing method used for Board meetings must include an option for members of the public to attend the meeting. Participation by such means shall constitute presence in person at the meeting, and Directors participating via remote conferencing options will be counted for establishing a quorum. The minutes of the Board meeting shall reflect the Directors who attended via remote conferencing options.
9. Meetings shall be governed by Robert's Rules of Order.

SECTION II **Quorum at Meetings**

1. Fifty (50%) percent of the Directors currently serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting.
2. There shall be no voting by proxy at any of the meetings held by the corporation.

SECTION III **Votes Needed to Take Action**

A majority vote is required to take any action. A majority vote consists of a majority of the Board members present at a regularly called meeting at which a quorum is present at the time of the act of the Board of Directors.

SECTION IV **Annual Meetings and Elections of Officers**

The annual meeting of the corporation shall be held at a date and time determined by the Board. At this meeting, the directors shall elect a president, vice president, treasurer, clerk, and two directors-at-large, which elective group shall be called the Executive Committee.

For the election of officers, any director may offer nominations from the floor for any of the officers of the Board of Directors to be elected at the meeting in question.

ARTICLE VII
OFFICERS OF THE CORPORATION

SECTION I **Terms of Office**

All officers are required to be Board members and shall be elected for one term. A term shall consist of one year. No officer may serve more than five consecutive terms in that particular office. No employee of the organization can be an officer.

SECTION II **President**

The President shall preside at meetings of the corporation and of the Board of Directors. S/he shall sign on behalf of the corporation all deeds and other formal instruments, and shall perform such duties as may arise from time to time. The President shall not be an employee of the corporation.

SECTION III Vice President

The Vice President shall, during the absence of the president or his/her inability to act, have and exercise all his/her powers and duties and shall perform such other duties as may from time to time be assigned by the Board of Directors.

SECTION IV Treasurer

The Treasurer shall cause all papers and records of the corporation and shall cause accurate accounts and records of all receipts and disbursements of the corporation to be kept. All such papers, records, and accounts shall be kept at the principal place of business of the corporation and be open to inspection by any Board member, at intervals of not more than twelve months and prior to the annual meeting. The Treasurer shall serve as chair of the Finance Committee.

SECTION V Clerk

The clerk shall cause the minutes of all meetings of the Board of Directors to be recorded and said minutes to be kept in a book that includes the names and addresses of each of its directors and officers. All such records shall be kept at the principal place of business of the corporation.

SECTION VI Re-election

Elected officers and directors shall be eligible for re-election to succeed themselves in the same office or for election to another office. However, no officer shall be eligible to retain the same office more than three concurrent terms.

SECTION VII Vacancy

In the event that the office of the President, Vice President, Treasurer, Clerk, or two directors-at-large becomes vacant, the Board of Directors may appoint a successor who shall hold office until the next annual meeting.

SECTION VIII Bonding.

All officers of the corporation shall be insured for performance of their duties in such sum as they shall be set by the Board of Directors and by a company licensed in the Commonwealth of Massachusetts.

SECTION IX One Office at a Time

An elected officer may not hold more than one elective office.

SECTION X **Removal of Officers**

An elected officer may be removed for cause by a majority vote of the Board with a quorum present. Removal action can be taken only after the officer is given 10 days' written notice of a Board meeting and at that Board meeting the officer will have the right to be fully heard and represented.

ARTICLE VIII **COMMITTEES**

SECTION I **Composition of Committees**

1. All committees, with the exception of the Executive Committee, shall be appointed by the Board President.
2. All committees, with the exception of the Executive Committee, shall be advisory and recommending in nature, and shall provide updates to the Board of Directors.

SECTION II **Types of Committees**

There shall be committees to carry out the work of the Board of Directors, including such committees as an Executive Committee, Governance Committee, Finance Committee, and Personnel Committee.

1. The Governance Committee shall have the following responsibilities:
 - a. Prepare annual assessment of board composition and establish annual recruitment priorities
 - b. Review board recruitment materials and strategies
 - c. Meet with prospective candidates
 - d. Recommend candidates to the board for election
 - e. Recommend a slate of officers for the board for election at the annual meeting
 - f. Orient new board members and oversee ongoing education to enhance board member knowledge
 - g. Facilitate an annual board self-assessment
 - h. Ensure compliance with Board Diversity Policy
 - i. Oversee election of low-income board members
 - j. Ensure compliance with statutory rules regarding board membership
 - k. Serve as the Grievance Committee for any formal grievance against the Board Chair
2. An Executive Committee consisting of the four officers and two members-at-large shall be empowered to transact the business of the corporation between the meetings of the full Board as well as when a Board quorum is not present. It shall report on the actions it takes between meetings at the next meeting of the full Board. 50 percent of the committee's total membership fulfills the quorum requirements.
3. The Finance Committee shall have the following responsibilities:
 - a. to meet regularly and review the financial statements of the corporation, and other official financial information provided to the public;
 - b. to review the annual information returns (IRS Form 990 and related schedules and forms) and recommend the returns for approval to the Board of Directors;

- c. to review the annual audit report and recommend to the Board of Directors selection of and fees to be paid to the independent certified public accountant for the corporation;
 - d. to meet with the independent certified public accountant at the initiation and
 - e. conclusion of the annual audit to discuss any concerns regarding possible fraud,
 - f. adequacy of internal controls and required disclosures;
 - g. to oversee the corporation's internal controls, including management's compliance with applicable policies and procedures;
 - h. to review the corporation's whistleblower policy and process, receive whistleblower and other reports on any complaint of illegal or dishonest employee activity and the outcome of any investigation thereof, and advise the Board of Directors on policies and procedures related to the discovery of fraud, errors, or illegal acts; and
 - i. to advise the Board of Directors with respect to the annual budget, making significant financial decisions, and/or adopting significant changes to accounting and recordkeeping policies and procedures.
4. The Personnel Committee shall have the following responsibilities:
- a. to draft and/or revising personnel policies for board approval
 - b. to review the benefits package
 - c. to oversee the annual evaluation of the Executive Director
5. Other committees may be formed by the President of the Board as the need arises.

SECTION III Impasse Procedures

In the event there is an unresolved policy conflict between the Community Action Board of Directors and the Head Start & Early Learning Programs Policy Council, to facilitate meaningful consultation and collaboration, and in accordance with Head Start Performance Standards 1301.6, the following steps shall be taken:

- A. The Board of Directors and the Policy Council shall each consider proposed decisions from the other group.
- B. If there is a disagreement, whichever group (either the Board of Directors or the Policy Council) disagrees with the other shall notify the other in writing via Email and/or U.S. postal mail why it does not accept a decision of the other group.
- C. The Board of Directors' and the Policy Council's Chairs shall meet and confer within 7 working days of receipt of the written notice from step B above. Written notice is deemed to occur when the other group receives the Email and/or U.S. postal mail, whichever comes first. The Chairs shall attempt to come to a resolution that is not arbitrary, capricious, or contrary to law.
- D. If the agency's decision-making process in Step C does not result in a resolution and an impasse continues, within 7 working days of the Chairs' meeting, the Board and Policy Council shall select a mutually agreeable third party mediator and participate in a formal process of mediation that leads to a resolution of the dispute.
- E. Within 7 working days of the selection of the third party mediator, the Chairs and the mediator shall meet to review all documentation and to provide to the mediator testimony that may be offered or requested.
- F. Within 7 working days following the meeting outlined in Step D, the Chairs shall notify the Board of Directors, Executive Director, Head Start Policy Council, and Parent-Child Development

Center Director of their decision in writing. The decision shall be final and binding on the parties unless the Chairs and the mediator agree that no resolution is reached.

- G. In the unlikely event that no resolution is reached with the mediator, the Board and Policy Council shall select a mutually agreeable arbitrator within 7 working days of the meeting in Step D.
- H. The Board Chair and Policy Council Chair shall meet as quickly as possible, not to exceed 7 working days, with the arbitrator to review all documentation and to provide the arbitrator testimony that may be offered or requested.
- I. Within 7 working days following the meeting outlined in Step G, the arbitrator shall notify the Board of Directors, Executive Director, Head Start Policy Council, and Parent-Child Development Center Director of his/her decision in writing. The decision shall be final and binding on both the Board and the Policy Council.
- J. With the passing of this Impasse Procedure, the Board and the Policy Council acknowledge that time is of the essence in their collective decision-making and that every step of this process costs Community Action time and money. As a result, the Board and the Policy Council shall not enter into this process lightly and shall attempt to resolve conflicts as best they can through Step C.

ARTICLE IX
ANNUAL REPORT

The Corporation shall prepare an annual report, which shall cover the activities of the corporation for the preceding year.

ARTICLE X
NON-DISCRIMINATION AND CIVIL RIGHTS ASSURANCE

It shall be the policy of this corporation that no person, on basis of race, color, sex, religious creed, national origin, age, sexual orientation, handicap or national origin shall be excluded from participation in, be denied the benefits of, or be otherwise subjected to discrimination under any program to which this corporation applies.

ARTICLE XI
INDEMNIFICATION

Except as limited by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Corporation), so long as the basis for the action arose out of the scope of the individual's employment with or membership on the Board of Community Action, unless such action constituted intentional or gross misconduct, against expenses including attorney's fees, judgments, fines or amounts paid in settlement actually or reasonably incurred by him/her concerning such action or proceeding. No indemnification shall be provided any Director or Officer for the breach of the director's duty of loyalty to the corporation, for intentional misconduct, a

knowing violation of the law or for any transaction from which the Officer or Director derived an improper personal benefit.

ARTICLE XII
DISSOLUTION

If, in the opinion of two-thirds of the Board of Directors, it becomes necessary or desirable to dissolve the corporation, the assets of the corporation shall be applied and distributed as follows, unless otherwise directed by the Directors.

1. All liabilities and obligations of the corporation shall be paid, satisfied, and discharged, or adequate provision shall be made for such payment, satisfaction and discharge.
2. Assets held by the corporation upon conditions requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. All other assets shall be transferred to corporations, persons, groups or organizations engaged in activities which would substantially carry out the purposes of this corporation as stated in the Certificate of Incorporation.

Appendix A

Community Action's Board of Directors Conflict of Interest Policy

Community Action's Board of Directors Conflict of Interest Policy

Please read the policy below. This policy is designed to both safeguard the best interests of Community Action and comply with various state and federal laws, such as the Internal Revenue Code and the Head Start Act, governing conflicts of interest. Due to differing requirements of these laws, some transactions are outright prohibited and others may be permitted, but only under certain circumstances described below.

If you have any questions, you may contact Clare Higgins at chiggins@communityaction.us or 413-3761173. After you have completed reading it, please list any information that is required to be disclosed by the policy, sign it, and return it to Jane Lynch.

Disclosures are required for the period beginning on September 1 of the year preceding the year the Board member signs this policy.

Definitions:

"Immediate Family" includes:

- Spouse
- Parents
- Children (including adopted)
- Siblings
- Father-in-law, Mother-in-law
- Brother-in-law, Sister-in-law
- Son-in-law, Daughter-in-law
- Great-grandchildren
- Step Parents
- Step Siblings
- Aunts, Uncles
- First Cousins
- Grandparents
- Grandchildren
- Great-Grandparents

"Financial Interest" means

- A material financial interest in the purchase, sale, rental, contract, lease, loan, or other transaction, including commission or fee, share of proceeds, prospect of promotion, profit participation or any other material financial reward; and/or
- Any of the following interests in or associations with an entity providing or receiving such goods, space, services, loans, or grants:
 - o Sole ownership, or ownership of 5% or more stock;
 - o Partnership of 5% or more or beneficial interest of 5% or more; or
 - o Employee or independent contractor, if his or her position at or compensation from the entity is determined by revenues from or business with Community Action, or its subsidiaries or delegate agencies.

Important Note: This policy does not require the disclosure of assistance or services provided by Community Action to Board members or their Immediate Family members, such as Head Start, if such individuals are not given preference in obtaining such assistance or services and they are provided on similar terms as for any other applicant for Community Action programs.

1. Prohibited Transactions. No member of the Board of Directors of Community Action, or a member of his or her "Immediate Family," may have a "Financial Interest" in the purchase, sale, contract for, rental, or lease of goods, space or services, or any other transaction, including loans and grants, by or with Community Action or any of its Head Start delegate agencies.
2. Employment and compensation. No Community Action Board member, nor a member of his or her Immediate Family, as defined above, shall be an employee of Community Action or any of its delegate agencies. No Board member may be compensated for his or her regular service on the Board of Directors or for providing services to Community Action. However, Board members may be reimbursed for actual reasonable, necessary, and documented expenses incurred, consistent with policies adopted by the Board of Directors.
3. Gifts to Board members. Community Action Board members are prohibited from soliciting or accepting gifts, money, or gratuities, other than those of nominal value, from:
 - Persons receiving benefits or services under any Community Action program;
 - Persons or organizations performing services for or providing goods or space to Community Action; or
 - Persons who are otherwise in a position to benefit from the actions of a Community Action employee, officer, or Director.

"Nominal value" is \$20 or less.

4. Disclosures required by law. Community Action is required to disclose to the state and federal governments certain information concerning relationships and transactions between and among its Board members, their family members (including Immediate Family members as defined by Section 1(b) and as well as ancestors, grandparents and grandchildren), and entities with which they are associated and Community Action or its subsidiaries or delegate agencies ("Related Party Transactions"). Board members should list these disclosures at the end of this Policy. Information to be disclosed includes the following:
 - Has Community Action made a grant award or contribution to any organization with which its Board members have a relationship?
 - Do any Community Action Board members have a family or business relationship with any other Community Action Board member?
 - Do any Community Action Board members have a family or business relationship with any Community Action employee?
 - A "business relationship" does not include a relationship between (1) attorney and client, (2) medical professional (including psychologist) and patient, or (3) priest/clergy and penitent/communicant.
 - Are any Community Action Board members, either personally, through family members, or through entities with which they are associated, involved in, or do they intend to become involved in, any

other transactions or relationships with Community Action, its subsidiaries or delegate agencies (other than as a Community Action Board member) that are not mentioned elsewhere in this policy?

Here are some examples of situations you should disclose (these are in addition to disclosures required elsewhere in this policy):

1. You are a board member of a nonprofit organization that receives funding from Community Action.
2. You are a board member of a nonprofit organization that provides funding to Community Action.
3. You or a family member is an employee of a business or organization that receives revenue or funding from Community Action.
4. Your grandchild is a vendor, or has an ownership interest in, a vendor with which Community Action does business.
5. Continued disclosure obligation and disclosure of other potential conflicts of interest. If, after signing this policy, a Community Action Board member becomes involved, or intends to become involved, in a Prohibited Transaction, employment, compensation, or gift, as defined above, or becomes aware of such an existing transaction or status, the Board member must promptly notify the Community Action Board Chair.

In addition to those Prohibited Transactions, gifts, and employment or compensation described above, Board members are required to promptly disclose to the Community Action Board Chair any Related Party Transactions in which they are, or intend to become, involved.

6. Procedure for addressing transactions. The following process should be followed for all Prohibited and Related Party Transactions:
 - (a) An ad hoc committee of Board members composed entirely of individuals who have no involvement with any Related Party Transactions ("Independent Board Members"), who are appointed by the Chair of the Community Action Board of Directors, and approved by the Board of Directors shall review, in consultation with the Executive Director, all Related Party Transactions of Board members, including those that may be prohibited in accordance with Paragraph 1 of this Policy.
 - (b) The Board committee, with the advice of legal counsel as necessary, shall determine whether a Related Party Transaction is a Prohibited Transaction, as defined by paragraph 1 of this policy and any other applicable requirements.
 - (c) If the Board committee determines that the transaction is prohibited, then the Board committee shall recommend either (i) not to enter into the transaction or (ii) to require the resignation of the Board member associated with the Prohibited Transaction.
 - In making this determination, the Board committee shall determine whether, all factors considered, the transaction under consideration is fair and reasonable to, and is in the best interests of, Community Action. The Board committee shall review, where appropriate, information concerning alternatives to the transaction; comparable transactions entered into by other parties and organizations; and/or independent appraisals, and any other relevant factors.
 - For this purpose, a "transaction" may include an ongoing business, contractual, or grant relationship.
 - (d) If the Board committee determines that the Related Party Transaction is not prohibited, then it shall also determine whether, all factors considered, the transaction under consideration is fair and reasonable to, and is in the best interests of Community Action.

- In making this determination, the Board committee shall review, where appropriate, information concerning alternatives to the transaction; comparable transactions entered into by other parties and organizations; and/or independent appraisals, and any other relevant factors.
 - For this purpose, a "transaction" may include an ongoing business, contractual, or grant relationship.
- (e) The Board committee shall report its determinations and recommendations from paragraphs (c) and (d) to the full Board of Directors.
- (f) At a meeting of the Board of Directors or Board committee, a Board member who is associated with the transaction at issue may state his or her views, and shall respond to questions, as to any Related Party Transaction, including Prohibited Transactions, in which he or she is involved, but only Independent Board members shall be present for and participate in deliberations or voting as to any Related Party or Prohibited Transactions.
- (g) The Independent Board Members shall vote whether to adopt the Board committee's recommendations regarding the transaction at issue. If the Board committee recommends that the Board member be required to resign from the Board, and the Independent Board Members approve such recommendation, then such action shall be treated as removal for cause under the COMMUNITY ACTION by-laws. The basis for any such vote shall be documented in the minutes of the meeting at which action is taken, and those minutes shall be approved at the next meeting of the Board of Directors.

Community Action’s Board Conflict of Interest Policy Sign–Off Form

By signing here, I acknowledge that I have read and agree to abide by this policy and (check one):

- am not, to the best of my knowledge, a participant in any Prohibited Transactions, employment, compensation, gifts, Related Party Transactions, or any other transactions or relationships required to be disclosed by this policy; or
- have, to the best of my knowledge, disclosed below any Prohibited Transactions, employment, compensation, gifts, Related Party Transactions, and any other information required to be disclosed by this policy.

Disclosures are required for the period beginning on September 1 of the year preceding the year the Board member signs this policy.

Disclosures:

Signature Date

Name Printed

Appendix B

Community Action’s Board of Directors Specific Head Start Responsibilities

For Head Start and Early Head Start purposes, the Board of Directors shall be responsible for:

1. administering and overseeing the Corporation’s programs and activities including programs funded under the Head Start Act and ensuring that federal funds are appropriately safeguarded;
2. adopting practices that assure active, independent, and informed governance of the Corporation;

3. facilitating meaningful consultation and collaboration between the Board and the Policy Council about their respective responsibilities and decisions;
4. fully participating in the development, planning, and evaluation of the Corporation's programs funded under the Head Start Act as well as other significant programs and activities of the Corporation;
5. ensuring compliance with federal laws (including regulations) and applicable state, tribal, and local laws (including regulations);
6. reviewing and approving the following actions, policies and decisions of the Head Start Program Including;
 - a. selection of delegate agencies and the service areas for such agencies (if any);
 - b. procedures and criteria for recruitment, selection, and enrollment of children;
 - c. all applications for funding and amendments to applications for Head Start funding;
 - d. procedures and guidelines for accessing and collecting accurate information
 - e. regularly providing such information to the Board and Policy Council; such information to include, at a minimum, the following:
 - f. monthly financial statements, including credit card expenditures;
 - g. monthly program information summaries and reports;
 - h. program enrollment reports, including attendance reports for children whose care is partially subsidized by another public agency;
 - i. monthly reports of meals and snacks provided through programs of the Department of Agriculture;
 - j. the financial audit;
 - k. the annual self-assessment, including any findings related to such assessment;
 - l. the communitywide strategic planning and needs assessment, including any applicable updates; and
 - m. communication and guidance from the Office of Head Start Secretary.
7. all major policies of the Corporation, including—
 - a. the annual self-assessment and financial audit;
 - b. policies measuring the Corporation's progress in carrying out the programmatic and fiscal provisions of the Corporation's Head Start grant award, including implementation of any necessary corrective actions;
 - c. personnel policies of the Corporation including provisions regarding the hiring, evaluation, termination, and compensation of employees including, specifically, provisions regarding the hiring, evaluation, termination and compensation of the Executive Director, Head Start Director, Director of Human Resources, Chief Financial Officer, Associate Directors of Programs If and any other person in an equivalent position with the agency;
 - d. procedures for how members of the Policy Council are elected;
 - e. financial management, accounting, and reporting policies that are in Compliance with laws and regulations related to financial statements, including the—
 1. approval of all major financial expenditures of the Corporation;
 2. annual approval of the Corporation's operating budget;

3. monitoring of the Corporation’s actions to correct any audit findings and of other action necessary to comply with applicable laws (including regulations) governing financial statement and accounting practices;
 4. selection of independent financial auditors who shall report all critical accounting policies and practices to the Board of Directors; and
 5. written standards of conduct (as well as periodically updating those standards) that establish standards and formal procedures for disclosing, addressing, and resolving—
 6. any conflict of interest, and any appearance of a conflict of interest, by members of the Board of Directors, officers and employees of the Head Start agency, and consultants and agents who provide services or furnish goods to the Head Start agency; and
 7. complaints, including investigations, when appropriate;
 8. reviewing results from audits or monitoring visits conducted by the Corporation’s independent Certified Public Accountants, state, federal or local officials including those conducted by federal officials under the authority of the Head Start Act and ensuring that the Corporation appropriately follows-up on the results of any such audits or visits and implements any necessary corrective action;
- f. establish advisory committees as necessary to oversee key responsibilities related to governance and improvement of the Corporation’s programs.

8. Reviewing, considering and acting upon decisions submitted by the Policy Council.

Community Action shall make available to the public a report published at least once in each fiscal year that discloses the following information from the most recently concluded fiscal year, except that reporting such information shall not reveal personally identifiable information about an individual child or parent: he report shall include

1. The total amount of public and private funds received and the amount from each source.
2. An explanation of budgetary expenditures and proposed budget for the fiscal year.
3. The total number of children and families served, the average monthly enrollment (as a percentage of funded enrollment), and the percentage of eligible children served.
4. The results of the most recent review by the Secretary and the financial audit.
5. The percentage of enrolled children that received medical and dental exams.
6. Information about parent involvement activities.

Appendix C

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| Community Action’s Board of Directors Orientation and Training Policy |
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The Community Action Board of Directors is committed to on-going training in order to ensure that Board members have the knowledge and understanding needed to effectively carry out their roles as members of the Board.

Each new board member is required to meet with executive Director or her/his designee within six months of their election/appointment to the Board for a structured orientation. The orientation includes:

- a. The Agency Mission Statement
- b. The Agency's History
- c. What is Community Action?
- d. What is ROMA?
- e. Head Start: Shared Governance
- f. Our Community Action Plan
- g. An Overview of Our Programs
- h. The Organizational Chart
- i. Staff Statistics
- j. A Glossary of Abbreviations and Terms
- k. Board Member Job Description
- l. The Board Calendar
- m. Board Bylaws
- n. Budget Overview
- o. CSBG and Community Action
- p. The Most Recent Agency Audit

The Board receives training on an on-going basis to refresh member's knowledge. Topics include but are not limited to:

1. Performance expectations for board members
2. Planning, including ROMA and the Community Action Plan
3. Finance, including operations and oversight
4. The Board role in Community engagement
5. The Board's role in oversight of the Executive Director
6. The Board's role in overseeing the Agency's performance by monitoring and evaluating metrics of major programs, services, and initiatives
7. Shared Governance of Community Action's Head Start Program.

Board members are encouraged to attend regional and national trainings offered to the Community Action and Head Start community. The Agency strives to send Board and staff members to at least one national training a year.

Appendix D

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| Community Action's Board of Directors Member Job Description |
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Collectively and individually, Community Action Board Members are legally and morally responsible for the activities of the organization. Board Members are solely responsible for determining Agency policy in the following areas: human resources, planning, finance, community relations, and organizational operations.

Human Resources: Board members have three key responsibilities in this area:

1. Board membership, which includes recruiting new board members, recognizing and nurturing existing board members, and providing existing board members with opportunities to grow and develop as leaders
2. Executive director oversight, which includes hiring, termination, disciplining and ongoing evaluation of the executive director
3. Personnel policies, which includes policies relating to the executive director's employment, and ensuring that the executive director has complete and up-to-date policies in place for management of staff, including policy guidance about salaries and benefits

Planning: Board members have three key responsibilities in this area:

1. Establishing and reviewing Community Action's mission/philosophy/goals
2. Planning which services/programs Community Action provides
3. Evaluating Community Action services/programs and operations on a regular basis

Finance: Board members have four key responsibilities in this area:

1. Ensuring the financial accountability of Community Action
2. Overseeing an ongoing process of budget development, review and approval
3. Raising funds and/or ensuring that adequate funds are available to support Community Action's policies and programs
4. Overseeing properties and investments of Community Action

Community Relations: Board members have three key responsibilities in this area:

1. Ensuring that Community Action's programs and services appropriately address the needs of those we serve
2. Advocating for Community Action's services/programs which includes awareness that board members are always emissaries of Community Action in the community
3. Cooperative action, which includes determining occasions when Community Action could/should take part in coalitions joint operations, etc.

Organizational Operations: Board members have four key responsibilities in this area:

1. Ensuring that Community Action's management systems are adequate and appropriate
2. Ensuring that the board's operations are adequate and appropriate, this includes writing policies for conduct of meetings and operation of board business
3. Ensuring that organizational and legal structures are adequate and appropriate
4. Ensuring that Community Action and its board members meet all applicable legal requirements

Conflict of Interest: Members of the governing body shall

1. Not have a financial conflict of interest with Community Action or any sub-contractors
2. Not receive compensation for serving on the governing body or for providing services to Community Action
3. Not be employed, nor shall members of their immediate family be employed, by Community Action
4. Operate as an entity independent of staff employed by Community Action

Performance expectations for board members:

In performing duties as a member of the Community Action board, every board member is expected to:

- Demonstrate a strong belief and commitment to Community Action’s mission
- Devote the necessary time to prepare for and participate in board and committee meetings
- Exhibit high ethical standards and integrity in all board actions
- Be an enthusiastic advocate for Community Action
- Take responsibility and accountability for Community Action and all decisions made by the board
- Spend the time necessary to learn how to fill the role of board member, and participate in trainings as necessary and appropriate
- Demonstrate willingness to work as a team member with other board members and the executive director