

MISSOURI
OZARKS COMMUNITY ACTION, INC.

CORPORATE BY-LAWS

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BY-LAWS

MISSOURI OZARKS COMMUNITY ACTION, INC.

ARTICLE I--NAME AND DESCRIPTION

The name of the Corporation is Missouri Ozarks Community Action Agency, Incorporated (MOCA). MOCA is incorporated under Missouri's general Not for Profit Corporation Laws and as a Community Action Agency pursuant to Public Law and State Law.

ARTICLE II--POWERS OF THE BOARD

- SECTION 1.** The corporation shall have a Board of Directors which shall be self-perpetuating in the manner described in Article III.
- SECTION 2.** The Board of Directors shall exercise, on behalf of the Corporation, all powers granted to Non-Profit Corporations under Chapter 355 of Missouri Statutes.
- SECTION 3.** The Board of Directors shall exercise, on behalf of the Corporation, all powers granted to the Corporation as an eligible entity under the federal Community Services Block Grant Act and a community action agency under Chapter 660.370 of the Missouri Statutes.
- SECTION 4.** The Board of Directors shall determine personnel, fiscal and program policies. The Board of Directors fully participates in the development, planning, implementation and evaluation of the corporation's programs. The Executive Director shall implement policies determined by the Board of Directors.
- SECTION 5.** All Board of Directors shall sign the Community Action Code of Ethics.
- SECTION 6.** The Board of Directors shall have the authority and responsibility to:
- (a) Hire the Corporation's Executive Director, annually evaluate his or her performance and set his or her compensation, and, if necessary, remove him or her.
 - (b) Determine overall program goals and priorities and provide for program evaluation.
 - (c) Enforce compliance with contracts and grants by setting policy and holding the Executive Director accountable.
 - (d) Oversee the extent and quality of the participation of the poor.
 - (e) Determine rules and procedures for the Board of Directors.
 - (f) Elect officers and approve Executive Committee, of the Board of Directors.
 - (g) To make final approval of all program proposals and budgets.
- SECTION 7.** All members of the Board of Directors serve voluntarily without compensation. Travel expenses (including mileage, meals, lodging, and

childcare) may be reimbursed for Board of Directors authorized travel within budget constraints.

ARTICLE III--BOARD COMPOSITION

SECTION 1. Elected or appointed public officials (Group I) will comprise one-third of the Board of Directors, and they have two year terms, but they must stop serving when they are no longer in public office; persons democratically selected to represent the low income (Group II) will comprise at least one-third of the Board of Directors; representatives of business, industry, labor, religious, welfare, or other private groups and interests (Group III) will comprise the remainder of the Board of Directors. Board members shall serve two-year terms from the date of their selection by the Board of Directors. MOCA's Board of Directors shall consist of not less than 12 nor more than 36 members, and must be divisible by 3. Each county shall be represented by one (1) person from each Group I, II and III.

SECTION 2. **SELECTION OF MEMBERS OF THE BOARD:** Members of the Board of Directors will be selected in such a manner as to assure that they speak and act on behalf of the group or organization, which they represent. The Selection Process shall be as follows:

NOMINATIONS: In the event of a vacancy in Group II or III, the Nominating Committee will select eligible candidates from the appropriate "pool" of nominees. Nominees from Group III in the "pool" may be nominated to the "pool" by self or others. Group II nominees must be nominated by a low-income person. They may nominate themselves only if they are low-income. At least two (2) persons will be presented to the Nominating Committee for selection. Incumbent board members will automatically be added to the nominee "pool". If low-income board members are selected to represent a specific geographic area they must live in that area.

NOMINATING COMMITTEE: The nominating committee can nominate public official or private sector board members. The nominating committee can administer the democratic selection process for the low-income sector board members.

PROCEDURE FOR DEMOCRATIC SELECTION LOW-INCOME REPRESENTATIVES

When a vacancy occurs in the Low-Income Sector of the Board of Directors, the following procedures will be followed.

*The Executive Director will prepare a Board vacancy announcement

*The announcement will be made available to organizations and groups where low-income people will have access to the announcement.

* The Nominating Committee will select the dates, times and places for review of nominations and interview of nominees and may be subject to an interview.

*As per the by-laws, nominations for the vacancy board seat can be made by groups or an individual i.e., faith base, food pantry and Policy Council.

*The Nominating Committee will select the best candidate from the nominees and present the name to the full board for approval

Low-income sector board members must be democratically selected in a manner assuring that the entire county low income population has reasonable opportunity to participate.

SELECTION: During the meeting at which the Nominating Committee has presented at least one nominee for consideration to fill any vacancy the Board of Directors should vote to seat new board members, as MOCA's bylaws specify.

SECTION 3. Each County Commission from the service area shall be entitled to appoint one elected public official to serve on MOCA's Board of Directors. The public official can be a county, city, or town elected official.

If the County Commission chooses not to appoint a board member then the Board of Directors may select an elected public official to serve from said county.

In January of each odd numbered year, the Executive Director will contact the County Commission to seek a resolution of appointment of an elected public official.

SECTION 4. Representatives of the low-income will be democratically selected by the Nominating Committee of the Board of Directors. After considering all nominees, at least one name will be submitted to the Board members present and voting for consideration.

SECTION 5. The remainder of the board members will be officials or members of business, industry, labor, religious, law enforcement, education or other major groups and interests in the community.

Private sector members shall be selected for two-year terms. An organization may express its interest in serving by letter to the Board of Directors stating the organizations purpose, how the organization can represent the category of organizations under which it seeks to be designated, its goals and activities related to issues and concerns of low-income people.

SECTION 6. Alternates for low-income representatives shall be selected in the same manner and at the same time as the representatives themselves.

Each low-income representative may have only one alternate. Alternates can be used only to fill a vacancy if the primary board member resigns, is removed, moves away, etc. In the case of a vacancy the Board of Directors will select someone to serve. Alternates cannot attend board meetings and vote in lieu of the primary board member when that board member cannot attend.

SECTION 7. An elected public official and/or a representative of an elected public official, who is serving on the Board of Directors, shall serve a term the same as the term of the public office from which their Board membership derives. The term of service on the Board of Directors of an elected public official or of a representative of an elected public official ends when: the elected official represented leaves office, or at the end of even numbered years.

A representative of low-income people shall serve a two-year term on the Board of Directors. A representative of a private organization shall serve a two-year term on the Board of Directors. Representatives of low-income people and private organizations may serve for more than one term.

The terms of said representatives shall begin at the next regular meeting following election to the Board of Directors.

SECTION 8. A Board Member of the Corporation, may at any time be removed as Board Member, by resolution adopted by 2/3 majority of those present and voting in Executive Session at any regular or special meeting of the Board of Directors provided notice has been given to all Board Members of this proposed action at least 30 days in advance. Full Board membership is defined as the number of members serving on the Board of Directors but does not include vacancies.

A board member may be removed for missing three consecutive board

meetings. After three (3) consecutive meetings are missed, the board members removal may be placed on the agenda for the next regular board meeting and the notice for that meeting will specify that the board members removal for failure to attend three consecutive board meetings may be discussed and voted upon.

Board members may be removed with or without cause. Any such vote must receive 2/3 majority vote of all the board members present and voting in order to pass.

If a board member chooses to resign, he/she must submit written notice to the Board of Directors before replacement proceedings can begin.

The general practice is the Board accepts excused absences if: a timely call to the Board Chair, Executive Director or the Administrative Assistant of a member's inability to attend a scheduled meeting due to a conflict, emergency or related situations etc..

SECTION 9.

A vacancy shall occur when: a) A Board member is notified of his/her removal by action of the Board of Directors for cause; b) A Board member submits written notice to the Board of Directors of his/her resignation; c) The County Commission removes the designated public official or representative; d) The designated public official removes his/her appointed representative.

Vacancies on the Board of Directors shall be filled as soon as possible by the following methods:

- a) For vacancies occurring in the low income sectors of the Board of Directors, the democratically selected alternate for the affected representative shall fill the seat for the balance of the term or an alternate will be democratically selected using the same process for the vacant seat;
- b) For vacancies occurring in the private and public official sector of the Board of Directors, the President, on behalf of the Board of Directors, shall fill the vacancy from the same county.
- c) If no alternate for the affected representative has been democratically selected or, if selected and is now unable to serve, then the vacant seat, if in the low-income sector, will be democratically selected using the same process for the vacant seat.

A representative of the low-income people selected by the process outlined in (c) above, must reside in the county they represent. The Board of Directors shall fill all vacancies as soon as is reasonably possible.

SECTION 10. The Board of Directors will adopt and implement a conflict of interest policy.

SECTION 11. MOCA employees are prohibited from serving on the Board of Directors. Former employees may only serve on the MOCA Board of Directors if they have been unemployed for at least three years and were not involuntarily terminated from their employment with MOCA.

MOCA board members must be off the Board of Directors for at least one year before being employed by MOCA.

Federal employees are prohibited from serving MOCA in a capacity that would require them to act as an agent or attorney for the agency in its dealings with any federal department or agency.

SECTION 12. Any community organization or religious organization that considers its organization to be inadequately represented on the Board of Directors may petition for adequate representation by presenting a written petition to the Board of Directors stating the name of the group whom they feel is under-represented, and why they feel they are under-represented. The petition must bear the signature of at least eight individuals who are members in good standing of the group in question. At least one signature from each county in MOCA's service area where the petitioning group exists must be among the eight. The petition must also bear the name, address, and phone number of a designated spokesman for the group.

Any low-income individual or representative of low-income individuals who considers that low-income individuals are inadequately represented on the Board of Directors may petition for adequate representation by presenting a written petition to the Board of Directors signed by eight individuals who are from the community to be represented.

The Board of Directors will respond in writing to the petition not more than 60 days from the date it is received by the Board of Directors.

Should it decide to provide representation to the petitioning organization or interest, the Board of Directors shall take any actions necessary to provide that representation while ensuring that the Board of Directors' composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws or regulations.

ARTICLE IV--OFFICERS

SECTION 1. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer and other such officers as the board may designate from time to time. No Board member may hold more than one office.

SECTION 2. Officers of the Corporation shall be elected annually in October of each year. An Officer Nomination Committee of three Board Members must be chosen by a vote of the majority of the board members present and voting, in August of each year. The Officer Nomination Committee shall present a slate of one Nominee per each office in September of each year. The Officer Nomination Committee should include one officer nominee from each sector (public, private, low-income). The Officer Nomination Committee shall receive permission from all persons who are placed on the slate. Nominations will also be accepted from the floor at the September meeting.

Should more than one person be nominated for an office, election for that office must be democratically selected.

SECTION 3. Officers shall serve a term of one year, and shall take office the month following their election. Each officer shall hold office until his/her successor shall have been duly elected and qualified or until he/she shall have been removed in the manner hereinafter provided. No Board member may hold more than one office.

Officers may be reelected to serve additional terms as long as they are serving as duly appointed to the Board of Directors.

If a board member chooses to resign, he/she must submit written notice to the Board of Directors before replacement proceedings can begin.

SECTION 4. Any Officer of the Board of Directors may be removed by a 2/3 vote of the Board members present and voting whenever in the Board of Director's judgment the best interest of the Corporation would be served thereby. Such a vote may be taken only when written notice is given to the Officer and to the Full Board at least 30 days prior to the meeting when the action is considered. (Full Board is defined in Article 3, Section 8).

SECTION 5. A vacancy in any office may be filled temporarily by the Executive

Committee with a vote to fill the vacancy taken by the Board of Directors at the next regular meeting.

SECTION 6. The President shall preside at all regular and special meetings of the Board of Directors. He/She shall act as Coordinator of Committees to prevent duplication of effort. He/She can recommend committee appointments to Board of Directors for approval by a majority vote of board members present and voting. The President shall assure that all orders and resolutions of the Board of Directors are carried out by the Executive Director. The President shall be a non-voting ex-officio member of all committees (except as otherwise provided in these by-laws). The President shall work with the Executive Director to develop meeting Agendas.

The president shall report to the Board of Directors on actions he/she has taken on behalf of the Board of Directors. If the Board of Directors believes that the president has taken an action that he/she was not authorized to take, the Board of Directors can vote to undo the action (if it is possible to do so) and/or to remove the president.

The Vice President shall assist the President and shall perform the duties of the President during any absence or disability.

The Secretary shall assure that the Minutes of the proceedings of all regular and special meetings of the Board of Directors are preserved in the corporate record. He/She shall also assure that Minutes and Notices of Meetings are mailed and/or sent electronically to Board Members in a timely fashion.

The Treasurer shall assure that a written monthly report of the Corporations financial status is presented at each regular meeting of the Board of Directors.

The Treasurer shall Chair the Finance Committee and shall assure that the Executive Director implements Board of Directors Fiscal policies.

The Executive Director shall be hired by the Board of Directors and may be dismissed by the Board of Directors. The Board of Directors regularly evaluates the executive director and sets his/her compensation. The Executive Director provides the staff support necessary for the Board of Directors to carry out its responsibilities; reports directly to and is accountable to the Board of Directors. The Executive Director is responsible for and has authority for the day-to-day management and administration of the Corporation, including with authority granted by the

Board of Directors to sign checks, contracts, and documents necessary for day-to-day operations. The Executive Director shall assure that all policies and decisions of the Board of Directors are carried out consistent with resolutions and policies approved by the Board of Directors. The Executive Director has authority to hire and dismiss all employees of the Corporation in compliance with personnel policies set by the Board of Directors.

In the event of retirement, resignation or dismissal of the Executive Director, the Board of Directors shall appoint an Interim Director to exercise the responsibilities of the Executive Director until the Board of Directors hires an Executive Director. The Executive Director shall serve as a non-voting ex-officio member of the Board of Directors and of all committees of the Board of Directors.

Officers cannot delegate their duties to others.

The Board of Directors may require officers, employees or agents as it deems appropriate to be bonded.

ARTICLE V--MEETINGS

SECTION 1. Regular meetings of the Board of Directors shall be held at least six times annually and at least every ten weeks. Regular meetings of the Board of Directors shall be scheduled on a monthly basis, on a regular day each month by Board Resolution.

The Agenda of regular Board meetings shall be provided by mail and/or electronically to every Board Member, alternate and appointing authority at least seven days prior to the meeting. Public Notice of Board Meetings shall be provided by posting at MOCA's Central office.

SECTION 2. Special meetings of the Board of Directors may be called by the President or upon written request to the President of any 3 members. Notice of special meetings shall be by telephone communication or electronically to all Board members at least 3 days in advance. Written notice shall be posted in MOCA facilities for at least 3 days.

SECTION 3. The quorum for a meeting of the Board of Directors shall be 50% of the non-vacant seats on the Board of Directors.

SECTION 4. Voting by proxy is not permitted at meetings of the Board of Directors or

its committees. This prohibition applies to all members of the Board of Directors.

SECTION 5. The Board of Directors shall keep written Minutes for each meeting. Minutes shall be made available to the public upon request. Minutes of the last meeting shall be distributed to members along with the Agenda for the next meeting.

Minutes shall include the names of members present and names of members absent and in the format required by the Missouri Sunshine Laws, and a record of the vote on all motions.

SECTION 6. All regular and special meetings of the Board of Directors and/or Board of Directors committee meetings at which routine business is conducted shall be open to the public. The Board of Directors may go into Executive Session at such meetings to consider certain matters as allowed under Missouri's open meetings law.

SECTION 7. Members of the Board of Directors or of any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting.

SECTION 8. Except as otherwise required by law, the articles of incorporation or these bylaws, matters of business coming before the Board of Directors or a Committee of the Board of Directors at a meeting at which a quorum is present shall be decided by a simple majority of those members.

ARTICLE VI--COMMITTEES

SECTION 1. The President and Executive Director shall serve as ex-officio, non-voting members of all standing and special committees, except as otherwise provided in these bylaws.

The Executive Director will, upon request of the Board of Directors, appoint staff members to serve as secretariats for standing and special committees. A quorum of all committees shall consist of 50% of the membership appointed committee members. All committees shall fairly

reflect the composition of the Board of Directors to the maximum feasible extent. Members of committees must be chosen by a vote of a majority of the board members present and voting (however, the president can recommend committee appointments to the Board of Directors.) If there's a vacancy on a committee, the Board of Directors will choose a board member to fill it.

SECTION 2. Executive Committee: The Executive Committee shall consist of 9 members, those being the 4 Officers of the Board of Directors and 5 other members appointed by the board members present and voting. The 5 at large members shall be appointed by the Board of Directors at the first meeting following the selection of Officers each year.

The members will be appointed in a manner assuring that the full membership of the Executive Committee is 1/3 low-income representatives, 1/3 private, and 1/3 public and that no county has more than 2 members.

The Executive Committee shall have the authority to conduct such business as is required to be acted upon prior to the regular meeting of the Board of Directors. Any action taken by the Executive Committee shall be reported to the Board of Directors at the next regular board meeting.

The Executive Committee shall review the By-Laws at least every 5 years in consultation with an attorney and report to the Board of Directors regarding recommended changes.

SECTION 3. No member of the Personnel Committee may serve on the Executive Committee. No officers may serve on Personnel Committee.

SECTION 4. The Equal Opportunity Committee (EOC) shall be composed of 6 members, 1/3 low-income representatives, 1/3 private, 1/3 public. The Equal Opportunity Committee shall oversee the development and implementation of MOCA's Equal Opportunity Policy and Affirmative Action Plan. The EOC shall hear any complaints of discrimination appealed to the Board of Directors level and recommend action to the Board of Directors based on applicable regulations and MOCA policy. The Equal Opportunity Committee shall receive staff assistance from the Equal Opportunity Officer.

The Equal Opportunity Officer is appointed by the Board of Directors, selected from among regular staff, and is accountable directly to the Board of Directors regarding equal opportunity matters.

SECTION 5. The Personnel Committee shall oversee the development and implementation of MOCA's Personnel Policies. Personnel policies shall be reviewed bi-annually by the Personnel Committee with a report to the Board of Directors regarding any recommendations for change.

No member of the Executive Committee may serve on the Personnel Committee.

The committee will consider and make recommendations to the Board of Directors regarding:

- a) the most recent wage comparability survey and changes in MOCA's wage and salary plan;
- b) fringe benefit plans and changes;
- c) performance evaluation system;
- d) analysis of corporate jobs and job descriptions.

The Personnel Committee will hear any Personnel Grievance(s) appealed to the Board of Directors level and recommend action to the Board of Directors based on applicable regulations and MOCA's Personnel policies.

SECTION 6. The Finance Committee shall oversee the development and implementation of MOCA's Fiscal Policies. The Finance Committee shall be chaired by the Treasurer of the Corporation. Funds may be invested, in accordance with a resolution approved by a majority vote of board members at a board meeting at which a quorum is present. The borrowing of funds in the name of the corporation may be initiated only after resolution of a quorum of the Board of Directors.

The Finance committee shall assure that an independent corporate audit is conducted annually and shall review such audits for presentation to the Board of Directors. The Finance Committee shall assure that any appropriate recommendations made by the auditors are implemented by the Executive Director. The Finance Committee shall review corporate budgets for presentation to the Board of Directors.

SECTION 7. The Nominating Committee shall oversee the democratic selection process. The Nominating Committee will select eligible candidates from the appropriate "pool" of nominees and make recommendation to the full board.

SECTION 8. Board of Directors will be kept informed of activities of all MOCA departments. Program Directors are required to attend board meetings.

SECTION 9. The Board of Directors, by majority vote of the board members present and voting, may create such other committees for such purpose as it deems necessary from time to time and appoint members to those committees.

ARTICLE VII--RULES OF ORDER AND MODUS OPERANDI

SECTION 1. Amendments to these By-Laws may be adopted by a 2/3 majority of the board members present and voting at any officially scheduled meeting provided the proposed changes have been mailed to all members of the Board of Directors with the meeting notice.(Full Board defined in Article 3, Section 8).

SECTION 2. Roberts Rules of Order Revised shall be the final authority in matters pertaining to parliamentary procedure unless superseded by these By-Laws.

ARTICLE VIII--INDEMNIFICATION OF OFFICERS AND DIRECTORS AGAINST LIABILITIES AND EXPENSES IN ACTIONS

Each Board member or Officer, or former Board member or Officer, of this Corporation and his/her legal representatives shall be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him/her or his/her estate in connection with or arise out of any action, suit, or proceeding or claim in which he/she is made a party by reason of his/her being or having been such Board member or Officer, and any person who, at the request of this Corporation, served as Board member or Officer of another Corporation, and his/her legal representatives, shall in like manner be indemnified by the Corporation so requesting him/her to serve, provided that in neither case shall the Corporation indemnify such Board members or Officer with respect to any matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his/her duties as such Board members or Officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or claim asserted against such Board members or Officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the Board members or Officer involved was not guilty of negligence or misconduct but, in taking such action, any Board members involved shall not be qualified to vote thereon and, if for this reason a quorum of the Board of Directors cannot be obtained to vote on such matter, it shall be determined by a committee of three persons

appointed by the members at a duly called special meeting or at a regular meeting. In determining whether or not a Board members or Officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by members as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or Committee.

Any compromise settlement authorized herein shall not be effective until submitted to and approved by a court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such Board members or Officer may be lawfully entitled.

No Board members or Officer of the Corporation shall be liable to any other Board members or Officer or other person for any action taken or refused to be taken by him/her as Board members or Officer with respect to any matter within the scope of his/her official duties except as such action or neglect or failure to act shall constitute negligence or misconduct in the performance of his/her duties as Board members or Officer.

Funds provided to this Corporation by any Federal, State or Local Government or agency thereof for the purpose of conducting program activities shall not be used to indemnify Officers and Board members of this Corporation unless such use is specifically approved by said government(s) or agency(ies)thereof.