

FOUR-COUNTY COMMUNITY SERVICES, INC.

BYLAWS

AMENDED February 2, 1999

ARTICLE I - AUTHORITY

The Four-County Community Services, Incorporated, a non-profit organization, is organized under and by authority of the General Statutes of the State of North Carolina. The Four-County Community Services, Incorporated, was issued a Certificate of Incorporation under the name of Tri-County Community Action, Incorporated, by the Secretary of State under the date of June 10, 1964. The Articles of Incorporation were amended for the first time on October 4, 1965 through Articles of Amendment issued by the Secretary of State on that date. The Articles of Incorporation were amended for the second time on September 16, 1975, through Articles of Amendment issued by the Secretary of State on that date. These Articles of Amendment, along with the original Articles of Incorporation, have been approved by the Board of Directors and made a part of the official records of the corporation.

ARTICLE II - PURPOSE

The purposes for which the corporation is organized are to focus attention on the problems of the disadvantaged and to develop and administer programs designed to overcome these problems in cooperation with other interested agencies in cooperating counties, utilizing all available resources from agencies, corporations, and foundations and public or private groups. The agency is committed to the concept of a community where each individual can contribute and achieve a measure of independence and self-respect through meaningful work.

In the course of these endeavors the agency will study the problems involved in improving the education, economic opportunities, living environment and general welfare of the people of all ages in the cooperating counties; recommend projects aimed at the solution of such problems; make professional staff services available to private and public agencies; stimulate local efforts directed at resolving these problems; and encourage wise use of public and philanthropic funds devoted to any of these purposes.

ARTICLE III - BOARD OF DIRECTORS

The agency is a private, non-profit corporation operating as a community action agency under the auspices of county, state and federal governments. It is authorized to conduct programs in Bladen, Brunswick, Columbus, Hoke, New Hanover, Pender, Robeson and Scotland Counties through its

having been designated as a CAA by the County Commissioners of those counties. The Board of Directors is structured in a manner that will satisfy the provisions of its charter and also meet the requirements of the Economic Opportunity Act of 1964, 12 amended, (thus assuring federal recognition).

- A. **Commission** - The management of the corporation shall be vested in a governing body, which will be known as the Board of Directors. The board is the source of authority for all actions taken by the agency. The only restrictions on the board are those imposed by its charter, its contractual obligations and other practical considerations.
- B. **Authority** - The authority of the board is collective and comprehensive and derives from its group action. The board speaks with one voice. No individual board member has any authority over the corporation or its affairs.
- C. **Responsibility** - The board's basic responsibility is to study the problems of the area served by the agency and to plan, develop, and implement programs aimed at their solution; to solicit and marshal the resources necessary to conduct operations and to efficiently utilize the resources entrusted to the agency's custody; and to properly account to funding agencies and to the public for funds used in the conduct of its programs.
- D. **Assignment** - The corporate powers, property, funds and affairs of the corporation, except as may be otherwise provided by law, the Articles of Incorporation or the bylaws, shall be vested in, exercised and controlled by the Board of Directors.
- E. **General Powers** - The board is granted the power to (1) receive and administer funds; (2) transfer funds; (3) contract with other agencies; (4) delegate programs and functions to other agencies; (5) develop and adopt such policies and procedures as are necessary to accomplish its business; and (6) appoint committees and define their responsibilities. The board shall have the power to appoint the Executive Director and to delegate authority to him. In addition, the board shall approve the appointments to the positions of the Deputy Director and Fiscal Manager, upon the recommendation of the Executive Director.
- F. **Size** - The Board of Directors shall consist of at least fifteen (15) but not more than fifty-one (51) members. The number of members authorized at any one time shall be divisible by three.
- G. **Residence Requirement** - Each member of the board selected to represent a specific geographic area within the community must reside in the area which he/she represents. No person may serve on the board in any capacity if they are not a bona fide resident of one of the counties in the agency's service area.
- H. **Conflict of Interest** - No person may sit on the board who is an officer or employee of an organization contracting to perform a component of the work program from agency funding sources. Public officials sitting on board will not be in conflict if the CAA should contract with their jurisdiction for this purpose.

ARTICLE IV - BOARD COMPOSITION

The guiding idea behind the Economic Opportunity Act of 1964 was that only the community as a whole can overcome poverty. In some instances government assistance can help raise individuals or families above the poverty level, but to rid the whole community of poverty it is necessary to remove the social as well as the economic causes of poverty. Only the community, working as a unit, can do that.

Section 211 of the Act is intended to bring together the three sectors which can most influence poverty conditions in the community: (1) public officials; (2) the poor themselves; and (3) private organizations. Public officials and private organizations control the public and private resources that can help rid the community of poverty, while the poor know their own needs. The representatives of each sector bring to the board something vital in the struggle against poverty. It is essential that each person serving on the board represent a part of the community; no one serves simply as an individual of good will working for a good cause.

Accordingly the board shall have a membership that is broadly representative, with representation from every segment of the community. The board shall be composed of three categories of membership: (1) elected public officials (public sector); (2) representatives of the poor (client sector); and (3) representatives of private organizations (private sector).

A. Public Officials (Public Sector)

Representatives of the public sector shall be selected by the county commissioners of the respective counties. Members selected to represent the public sector shall constitute one-third of the board membership.

In the selection of members for the public sector first priority will be given to elected public officials (county commissioners, mayors and city council members). However, should the number of elected public officials available and willing to serve be insufficient, the county commissioners may select appointed public officials where necessary. Those eligible for selection are: county managers, city managers, social services directors, health directors and mental health directors.

(A public official is considered eligible if he/she has responsibilities that are governmental in nature or which deal directly with poverty-related issues.)

Any public official selected for membership on the board may in turn choose someone to serve as his/her representative on the board, either on a full-time or part-time basis. Such representatives need not be public officials themselves. However, they shall have full authority to act for the public officials they represent at meetings of the board.

B. **Representatives of the Poor** (Client Sector)

At least one-third of the board membership shall be comprised of representatives of the poor. Board members representing the client sector must reside in the area they represent and must have a demonstrated concern for the problems of their constituency. They need not be poor themselves.

One representative of the poor shall be selected from each designated target area. Each representative of the poor shall represent approximately the same number of low-income individuals.

A target area is a populated area with a high concentration of low-income families which has been designated by the Board of Directors as a locality deserving the comprehensive services provided through a neighborhood center. The boundaries of the target area are normally the same as those of the center's service area.

Representatives of the poor shall be selected by low-income residents of the target areas listed by name in these bylaws. Selection shall be made by majority vote of all eligible participants at a meeting to which all target area residents are invited. Steps will be taken to ensure maximum feasible participation of the poor. Voting will be by secret ballot. The agency shall take the necessary measures to assure that elections are conducted in a democratic manner and that controls are adequate to ensure legitimate results. Members of the center staff will monitor the election process and help tally the results. No elections may be held on a day which is normally observed as the Sabbath by any religious group indigenous to the area.

C. **Representatives of Private Organizations** (Private Sector)

1. The remainder of the board membership shall be composed from the private sector. Representatives of this sector shall be selected by private organizations with community-wide concerns, and must afford a broad cross-section of the community-at-large. The board shall draw representation from six major categories:
 - a. Private social service agencies;
 - b. Private educational institutions;
 - c. Private organizations concerned with specific problems (alcoholism, disease, illiteracy, mental retardation, physically handicapped, etc.);
 - d. Business and industry;
 - e. Labor organizations; and
 - f. Other private organizations with community-wide concerns.
2. Balance - No more than one organization of a particular type, or with a concern in a particular area or field, may be represented on the board at any one time.
3. Rotation - The agency will afford opportunities for representation to all eligible

private organizations with community-wide concerns. When vacancies occur, representation may be rotated by board resolution, provided the pattern established for seat distribution is maintained.

4. Function - Each representative of the private sector shall be empowered to speak and act on behalf of the organization which he/she represents.

D. **Petitioning Procedure**

Private community agencies and representative groups of the poor which feel themselves inadequately represented on the governing board may petition for adequate representation. Petitions must show the date, name of agency or group, area represented, and basis for request, and must be supported by a reasonable number of authenticated signatures (100 or more) of members of the petitioning group. Frivolous petitions shall not be considered. Such petitions should be directed to the Chairman of the Board, who will refer them to the Executive Committee for study. The Executive Committee will make its recommendation to the Board.

1. Hearing - The Board shall accord the petitioning group the right to an informal open hearing of its case.
2. Realignment - Should the Board approve representation for a petitioning group, it shall thereupon take steps to amend the bylaws and make the necessary adjustments in overall Board membership. Seating of a representative of newly-approved group will take place as soon as possible thereafter.
3. Requisite - Any realignment of the Board shall not be allowed to reduce the public officials or representatives of the poor below the percentages specified by law and stated elsewhere in these bylaws.
4. Documentation - A written statement outlining the action taken will be forwarded to the applicable funding source.

E. **Representatives** - The Board of Directors shall be constituted as follows:

COUNTY	PUBLIC	CLIENT	PRIVATE	TOTAL
Bladen	3	3	2	8
Brunswick	1	1	1	3
Columbus	1	1	1	3
Hoke	2	2	2	6
Pender	1	1	1	3
Robeson	4	5	5	14
Scotland	3	3	2	8
TOTAL	15	16	14	45

1. All representatives of the public sector shall be appointed by the respective boards of county commissioners.
2. Representatives of the poor shall be selected in the manner previously described to represent the target areas.
3. Representatives of private organizations shall be appointed by each individual organization.

ARTICLE V - TENURE OF BOARD MEMBERS

The following standards relating to tenure have been established to lend stability to the Board and minimize turnover of Board members. In some cases limitations on service have been imposed. The intent is to assure that opportunities for service on the Board are opened up to many more people in the client sector and the private sector. In this way a larger number of people will gain the expertise essential to service within the larger community.

- A. Term of Office - The normal term of office for a Board member shall be five years, subject to the limitations stated herein and required by law.
- B. Staggered Terms - A pattern shall be established for Board service to ensure that, insofar as possible, an equal number of terms of office will expire each year.
- C. Starting and Ending Dates - All terms of office are scheduled to start on July 1, the first day of the program year during which they become effective. The expiration date is June 30. Any appointment which is effective for a portion of a year shall be considered as being effective for the entire program year during which it is made.
- D. Limitations on Board Service - Public officials, or their representatives, serve at the pleasure of the designating officials. Representatives of the poor and or private organizations may serve up to five consecutive years, but not more than a total of ten years. After serving five consecutive years, a representative of the poor or of a private organization may not serve on the Board in any capacity for at least one full year.
- E. Termination of Membership - The membership of a Board member shall cease when any of the following occurs:
 1. Retirement - The term of office has been completed.
 2. Resignation - A member may resign for personal or other reasons.
 3. Death - Upon death of a member his seat automatically becomes vacant.

4. Change of Residence - Once a member moves from the area he represents, his membership ceases.
5. Poor Attendance - A Board member representing the client sector or the private sector who is absent from three consecutive regular meetings of the Board shall forfeit his membership, unless such absences are specifically excused by the Board. (Representatives of the public sector are exempt from this requirement.) The provision does not apply when meetings are held on dates other than the regularly scheduled dates.
6. For Cause - The Board can remove any representative from its membership for willful misconduct by two-thirds vote of the members present at a meeting where a quorum has been established.
7. By Recall - A member of the Board is subject to recall when, in the opinion of the group represented, he/she is not fairly representing the group. In the case of the public sector the Board can petition the designating officials to recall public officials or their representatives for whatever cause, including absenteeism.

F. Vacancies - There is a vacancy on the Board when any of the actions listed under Section "E" occurs. The Board shall take appropriate action to fill all vacancies as soon as is reasonably possible.

1. Public Sector - When the seat of a public official is vacant, the Board shall ask the designating officials to select another public official to fill the seat.
2. Client Sector - When the seat of a representative of the poor is vacant, the Board shall notify officials of the Advisory Board in the target area affected of the need to initiate a new selection process for the purpose of selecting another representative.
3. Private Sector - When the seat of a representatives of a private organization is vacant, the Board shall notify that organization of the need to select another representative.

In every case the selection procedure shall be the same as that used to make the original selection and outlined in Sections A, B, and C above. The amount of time to be served by each appointee will depend on whether they are to complete a term of office that has expired or one that has not expired.

4. Full Term - Results from the normal expiration of a term of office that is completed. Representatives appointed to full terms are expected to serve the normal term of office, which is five years.
5. Unexpired Term - Results from the premature departure of a Board member, prior to the normal expiration date. Representatives appointed to unexpired terms are expected to serve only the remainder of the term that is yet to be completed.

ARTICLE VI - MEETINGS OF THE BOARD

- A. Schedule of Meetings - The Board of Directors shall meet to discuss past, present and future policies or programs as follows:
1. Regular Meeting - Meetings of the Board will be held on the first Tuesday of the month at 7:30 p.m. The Board shall meet on a regular basis at least every ten weeks. The meetings shall be scheduled for the convenience of its members and of the general public.
 2. Annual Meeting - The last regular meeting of each program year will be the annual meeting, at which time the Board will elect officers for the coming year.
 3. Special Meetings - Special meetings may be called by the Chairman (in his absence the Vice-Chairman) when there are matters of business that cannot be deferred. Special meetings are mandatory upon the request of 25 percent or more of the Board membership.
- B. Location - The Board will attempt to hold meetings in a central location convenient to all Board members and the public, so as to minimize travel and other expenses for low-income Board members.
- C. Notices - Written notices, together with the agenda, shall be mailed to each Board member five days in advance of the meeting. The notice will include the date, place and time of the meeting. No meeting may address the issues of (1) removal of a Board member; (2) election of officers; (3) amendment of bylaws; or (4) personnel action affecting the Executive Director unless such items appear on the agenda issued in advance of the meeting.
- D. Open Meetings - All regular and special meetings shall be open to the general public except those meetings which intend to address sensitive personnel actions or unevaluated data of a sensitive nature, which matters may be discussed in closed session upon a majority vote of a simple quorum of the Board.
- E. Quorum - The quorum for a meeting of the Board shall be at least 50 percent of the non-vacant seats on the Board.
- F. Proxy Voting - Each Board member present at a meeting is entitled to one vote. Voting by proxy is not permitted at meetings of the Board or of its committees. This prohibition applies equally to all members of the Board.
- G. Procedures - All meetings shall be conducted in accordance with the following rules:
1. Protocol - Roberts Rules of Order, Revised, will govern all matters of parliamentary procedure.

2. Decisions - Board actions are considered official only when approved by a majority of the members in attendance at an official session, with a quorum present.
 3. Secret Ballot - Secret ballot will be used in voting on all motions to remove a Board member for cause.
- H. Minutes - 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.
- I. Compensation - Although allowances for the poor and reimbursements to all members of the Board for certain expenses (such as travel) are permitted, regular compensation to all members for their service on the Board is not permitted.

ARTICLE VII - OFFICERS OF THE BOARD

- A. The offices of the Board of Directors shall consist of a Chairman, a Vice-Chairman, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer. No person shall hold more than one office at a time. All officers of the Board of Directors shall be elected for terms of one year and may be reelected for one (1) succeeding term, with the exception that an officer may be elected to additional terms in office by common consent of the members present in the session providing a quorum is present.
1. Chairman - The Chairman shall preside at all meetings of the Board at which he is present. He shall be the Chief Executive Officer of the corporation, shall sign all official documents of the corporation as authorized by the Board, shall make reports to the Board and shall perform such other duties as are incident to the office and are properly expected of him by the Board. He shall serve as the Chairman of the Executive Committee.
 2. Vice-Chairman - The Vice-Chairman shall perform all duties of the Chairman of the Board in the absence of that officer. He may perform such other duties as may be assigned him by the Board.
 3. Secretary - The Secretary shall keep minutes of Executive and Board meetings, shall be responsible for distribution of minutes to Board members and shall assure that minutes of the organization are being preserved in a proper and adequate manner. The Secretary shall perform such other duties as are incident to his office and as are properly expected of him by the Board.
 4. Assistant Secretary - The Assistant Secretary will serve in the absence of the Secretary and perform all duties normally associated with the office.

5. Treasurer - The Treasurer shall have custody of all monies and securities of the corporation and shall assure that they are deposited in the name of the corporation. From time to time he shall render financial statements to the Board as may be required.
 6. Assistant Treasurer - The Assistant Treasurer will serve in the absence of the Treasurer and will perform all duties normally associated with that office.
- B. Vacancies - Any vacancy in an office because of death, resignation, or otherwise, may be filled by the Board for the unexpired portion of the term.

ARTICLE VIII - COMMITTEES OF THE BOARD

The Board may appoint any committees it considers necessary for carrying on its business. The composition of all committees appointed, including the Executive Committee, shall fairly reflect the composition of the Board.

- A. Executive Committee - The elected officers of the Board, (Chairman, Vice-Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer) constitute the Executive Committee.
1. The Executive Committee is authorized to transact routine and ordinary business between meetings of the full Board. Actions taken by the Executive Committee are limited to less significant matters and do not require ratification by the Board. However, the Board may vote to reverse any decision which it considers detrimental to the agency.
 2. The Executive Committee shall report on the actions it takes between meetings at the next meeting of the full Board.
- B. Standing Committees - The Chairman of the Board shall annually appoint members of the following standing committees from among the membership of the Board:
1. Planning Committee - Will study and reconcile community needs and priorities, review funding proposals, and make recommendations to the Board.
 2. Personnel Committee - Will review personnel policy and make recommendations to the Board. Also serves as a panel to hear employee grievances. Arbiter of comprehensive personnel problems.
 3. Legal Committee - Will consider agency obligations with respect to grant conditions, guidelines and laws and make recommendations to ensure agency compliance. Will also recommend changes in bylaws when necessary.

4. Finance Committee - Will advise on the selection of bank depositories for agency funds. Will review financial statements and make recommendations to the Board in the area of accounting and auditing.
- C. Special Committees - The Chairman of the Board may from time to time appoint special committees depending upon the needs of the Board. Such committees may fill an advisory role and make recommendations, and shall serve for as long as their need exists.
- D. Ratification - All standing and special committees serve in an advisory capacity to the Board. Their recommendations must be approved by the Board of Directors before they can be considered official.
- E. Quorum and Act - A simple majority of any committee (50 percent or more) shall constitute a quorum. Any act approved by the majority of a committee with a quorum present constitutes an official act of that committee.
- F. Notice - Members of a committee must be notified in writing of the time, date, and location of a meeting at least five days in advance.
- G. Informational Meeting - If at a committee meeting a quorum is not present, items on the agenda may be presented for information only and the subject matter carried forward to the next meeting.

ARTICLE IX - AREA BOARDS AND COUNCILS

- A. Community Organizations - An organized group composed of residents from a particular community, whose membership includes fifty or more adults and comprises at least 75 percent low-income individuals, may be recognized as a legitimate community organization. To be recognized a group must have elected officials and an approved set of bylaws. Such organizations will be eligible to participate in and monitor programs sponsored by the agency; they may be chartered or non-chartered groups. Usually no more than one community organization will be recognized for a single low-income community (or target area).
- B. Advisory Boards - Advisory boards have a membership composed entirely of representatives from low-income neighborhoods. The agency's service area is divided into districts, with one neighborhood service center serving each district. One advisory board is attached to each center. The advisory boards serve as listening posts for the community. They receive information from program participants and the general public, and pass this information along to the Board of Directors along with their recommendation. They also depend on the staff for information and support.
- C. Policy Councils - The Board of Directors may authorize the formation of councils which are representative of groups, factions or interests in the total community and which may advise

the Board in matters of policy. These councils may take three forms:

1. Regional Council - Organized on a geographic basis and representative of the community as a whole. Total membership will be eighteen (18) which shall include one duly elected representative from each board; the other members will represent major interests in the community, such as business, industry, agriculture, education, labor, communications and public service.
 2. Partisan Council - Organized on a class basis to represent a particular group in the community, for instance youth or senior citizens. Membership will consist of one duly elected representative from each service area, plus representatives from other groups interested in the welfare of the group.
 3. Project Council - Organized on a project or program basis to represent those with a particular interest in the project. Membership will consist of one duly elected representative from each service area, plus representatives of major community-wide groups with an interest in the project.
- D. Formation - The promotion and formation of community organizations, area boards and policy councils is the responsibility of the agency. The agency shall also be responsible for their adherence to applicable rules and regulations.
- E. Recognition - The agency shall accord recognition only to those organizations, groups and councils which are organized in accordance with the instructions herein and which adhere to the applicable rules and regulations.
- F. Composition of Policy Councils - Policy councils shall be so constituted that two-thirds of their membership consists of residents of low-income communities and one-third consists of representatives of the public sector or community-at-large.

ARTICLE X - FINANCES AND LIABILITY

- A. All monies of Four-County Community Services, Inc., shall be deposited in its name in banking institutions designated by the Executive Director.
- B. All obligations of Four-County Community Services, Inc., shall be paid by check bearing at least two signatures, one being the signature of the Chairman or Treasurer and the other being the signature of the Executive Director or the Deputy Director, or of another person who may be designated by the Board in lieu of one of the officers listed. The signatures may be affixed to said checks by a check signing machine. The machine will be controlled by three (3) keys. Said keys and signature plates shall be distributed in separate departments.
- C. The Four-County Community Services, Inc., shall maintain a separate accounting of its funds and as directed by the Board or as required by the cooperating agencies - federal, state, public

and private - that may enter into contractual relations with the Four-County Community Services, Inc.

- D. The bookkeeping system shall be set up, supervised and audited annually by a certified public accountant.

The Four-County Community Services, Inc., shall require the bonding of such officers and employees as the Executive Committee may determine as necessary with a responsible surety company, with the expense of such bonding being paid by Four-County Community Services, Inc.

- E. The Four-County Community Services, Inc., shall indemnify and hold harmless each person who shall serve at any time as the director or officer of the corporation from and against any and all such claims and liabilities to which such person may become subject by reason of his having been a director or officer of the corporation, or, by reason of any action alleged to have been taken or omitted by him as such director or officer, and shall reimburse each such person for all legal or other expenses reasonably incurred by him in connection with any such claim or liability; provided, however, that no such person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability arising out of his own negligence or willful misconduct.

ARTICLE XI - DISSOLUTION OF THE CORPORATION

Dissolution of this corporation shall be in compliance with the laws of the State of North Carolina and those pertinent requirements and regulations of the various funding sources. The disposition of all property and assets of this corporation shall be in accordance with CAP Grantee Financial Policy and Procedures, Guide, Volume V.

ARTICLE XII - AMENDMENTS

The bylaws of the Four-County Community Services, Incorporated, may be amended by a majority vote of the Board of Directors at any regular meeting, provided a written copy of the proposed amendments has been sent to all members with the notice of the meeting.

AFFIDAVIT

This is to certify that the above-described bylaws were adopted by the Board of Directors of Four-County Community Services, Inc., in a meeting held in Elizabethtown, North Carolina on the second day of February, 1999.

Signed: _____
J.F. Cummings, Board Chairman