

**SOUTHEASTERN COMMUNITY &
FAMILY SERVICES, INC**

BYLAWS

Amended March 07, 2017

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ARTICLE I - AUTHORITY

The Southeastern Community & Family Services, Incorporated, a non-profit organization, is organized under and by authority of the General Statutes of the State of North Carolina. The Southeastern Community & Family Services, Incorporated, was issued a Certificate of Incorporation under the name of Four-County Community Services, Incorporated, by the Secretary of State on the date of June 27, 2014. 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. 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, 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 oversee the implementation of 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** - 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, the Comptroller, and the Head Start Director, upon the recommendation of the Executive Director. In addition to the responsibilities and general powers otherwise set forth in these Bylaws, the board shall be responsible for all of the following as required by the relevant portions of the North Carolina General Statutes: (1) the appointment and dismissal of an executive director; (2) the approval of contracts, budgets, requests, and major modifications of budgets and contracts; (3) the performance of an annual audit by certified public accountants to include all assets, liabilities, revenue, and expenditures; (4) the establishment of policies for the operation of the agency; (5) annually advising the chief elected officials of the units of local government within the service area of the nature and extent of poverty within the area and included in this annual report will be an assessment of the community action agency policies and programs and their impact on the problems of poverty in the service area; and (6) the convening, as necessary, of public meetings to provide low-income and other persons the opportunity to comment upon public policies and programs to reduce poverty.
- F. **Size** - The Board of Directors shall consist of at least eighteen (18) but not more than twenty-one (21) 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 the private sector must live or work within one of the counties served. Consumer and public sector representatives must live in the area which he or she represents.
- 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 various segments of the community. The board shall consist of not less than 15 nor more than 51 members. The board shall be composed of three categories of membership: (1) Public Officials - not less than one-third of the members of the board shall be appointed by the chief elected officials in the service area; (2) Consumer Representatives - one-third of the members shall be low-income, elderly, or handicapped consumers residing in the service area of the agency; consumer representatives shall be selected through a democratic process pursuant to guidelines established by the Department of Health and Human Services; and (3) Representatives of Private Organizations - the remaining positions on the board, if any, shall be filled by officials or members of business, industry, labor, religious, welfare, education, or civic organizations located in the service area.

A. **Public Officials** (Public Sector)

Representatives of the public sector shall be recommended by the county commissioners of the respective counties. Members recommended to represent the public sector will be presented to the Nominations and Governance Committee who will review and make a

recommendation to the full Board for seating on the Board of Directors. Seating of members from the public sector is subject to the final approval of the Board of Directors. Members recommended 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 include: 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. Consumer Representatives

At least one-third of the Board membership shall be comprised of low-income, elderly, or handicapped consumers; these members shall be selected through a democratic process pursuant to guidelines established by the Department of Health and Human Services, and in accordance with the guidelines set forth in this section in as much as those guidelines do not contradict the guidelines established by the Department of Health and Human Services.

One consumer representative shall be selected from each designated target area. Each consumer representative 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. 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.

Members elected to represent the consumer sector will be presented to the Nominations and Governance Committee who will review and make a recommendation to the full Board for seating on the Board of Directors. Seating of members from the consumer sector is subject to the final approval of the Board of Directors.

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 disabilities, physically handicapped, etc.);
- d. Business and industry;
- e. Labor organizations; and
- f. Other private organizations with community-wide concerns.

Members recommended to represent the private sector will be presented to the Nominations and Governance Committee who will review and make a recommendation to the full Board for seating on the Board of Directors. Seating of members from the private sector is subject to the final approval of the Board of Directors. Members recommended to represent the private sector shall constitute one-third of the Board Membership.

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 - When vacancies occur, representation may be rotated by Board resolution, provided the pattern established for seat distributions is maintained.
4. Function - Each representative of the private sector shall be empowered to speak and act on behalf of the organization which he 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 Chairperson 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.

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 consumer 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 - With the exception of the Head Start Policy Council representative, the normal term of office for a Board member shall be three (3) years with one opportunity for renewal so that individuals may serve a total of six (6) years. After serving six (6) years, the individual must not serve on the Board of Directors again for a total of three (3) years unless the individual is appointed to serve an unexpired term of a member who was unable to serve the full three (3) year term. Individuals reappointed to serve an unexpired term may only serve the period of the term that is unexpired and must not serve on the Board again for a total of three (3) years after completing the unexpired term of service. All individuals appointed or elected to serve must first meet with the Governance Committee. The Governance Committee will review the Board Member Profile and after meeting with the newly appointed or elected individual, make a recommendation to the Board of Directors to officially seat the individual. All newly appointed or elected members must complete this process and be approved by the

Governance Committee and the full Board of Directors prior to participating in a meeting.

- 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. Process: To ensure that Board terms that will expire on June 30th of each year are filled in a timely manner, the following schedule will be followed:
 - 1. At the February Board meeting, the Chairperson will instruct the appropriate staff to contact the affected areas/entities, whether Neighborhood Service Centers or private agencies, and that the selection process begin, with names of new Board members presented at the next meeting.
 - 2. At the April Board meeting, the names of the individuals who have been either appointed or duly elected will be submitted to the Board. In the case of the consumer sector, the Neighborhood Service Center Staff will adhere to the democratic election process outlined in these By-Laws.
 - 3. At the June Board meeting, the newly named or elected members will be invited to attend for seating on the Board of Directors.
- 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. Attendance - A Board member who is absent from three consecutive regular meetings of the Board shall forfeit his membership, unless such absences are specifically excused by the Board. 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.**

G. 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. Consumer Sector - When the seat of a consumer representative is vacant, the Board shall notify officials of the Advisory Council 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 representative 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 6:00 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 Chairperson (in his absence the Vice-Chairperson) 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 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. Reimbursement - Board members may be reimbursed for certain Board expenses (such as travel, child care, meals) upon the presentation of a completed Board Expense Reimbursement Form for actual expenses incurred in connection with attending Board meetings. Receipts will not be required for expenses that do not exceed a total of \$75.00, but the actual amount of expenses incurred must be documented on the Board Expense Reimbursement Form that will be provided to each Board member at each Board meeting. Mileage expenses will be reimbursed at the IRS Standard Mileage Rate.

ARTICLE VII - OFFICERS OF THE BOARD

- A. The offices of the Board of Directors shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a 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.
 1. Chairperson - The Chairperson shall preside at all meetings of the Board at which he/she is present. He/She shall be the Chief Executive Officer of the corporation, shall sign all official documents of the corporation as authorized by the Board or delegated to other staffers, shall make reports to the Board and shall perform such other duties as are incident to the office and are properly expected of him/her by the Board. He/she shall serve as the Chairperson of the Executive Committee.
 2. Vice-Chairperson - The Vice-Chairperson shall perform all duties of the Chairperson of the Board in the absence of that officer. He/she may perform such other duties as may be assigned him/her by the Board.
 3. Secretary - The Secretary or his/her designee 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/her office and as are properly expected of him/her by the Board.
 4. 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/she shall render financial statements to the Board as may be required.
- 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 committee it considers necessary for conducting its business. The composition of all committees appointed, including the Executive Committee, shall fairly reflect the composition of the tripartite Board.

- A. Executive Committee - The elected officers of the Board, (Chairperson, Vice-Chairperson, Secretary, and 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 Chairperson of the Board shall annually appoint members of the following standing committees from among the membership of the Board:
 - 1. Programs Committee - May study and reconcile community needs and priorities, review funding proposals, and make recommendations to the Board.
 - 2. Personnel Committee - May review personnel policy and make recommendations to the Board. Arbitrator of comprehensive personnel problems.
 - 3. Legal Committee - May 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 - May 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 Chairperson 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 Councils - 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 council is attached to each center. The advisory councils 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. Composition of Policy Council - Policy council 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 Southeastern Community & Family Services, Inc., shall be deposited in its name in banking institutions designated by the Chief Executive Officer.
- B. All obligations of Southeastern Community & Family Services, Inc., shall be paid by check bearing at least two signatures, one being the signature of the Chairperson or Treasurer and the other being the signature of the Chief Executive Officer 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 the 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 Southeastern Community & Family 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 Southeastern Community & Family Services, Inc.
- D. The bookkeeping system shall adhere to generally accepted accounting principles and be audited annually by a certified public accountant.
- E. The Southeastern Community & Family 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 Southeastern Community & Family Services, Inc.
- F. The Southeastern Community & Family 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 Southeastern Community & Family Services, Incorporated, shall 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 Southeastern Community & Family Services, Inc., in a meeting held in Lumberton, North Carolina on the 7th day of March, 2017.

Signed: 
Bernest Hewett, Chairperson