

COLUSA-GLENN-TRINITY COMMUNITY ACTION PARTNERSHIP

BYLAWS

Amended 4/26/2017; Amended 7/29/2020

ARTICLE I. NAME OF THE ORGANIZATION

The name of the organization shall be the Colusa-Glenn-Trinity Community Action Partnership.

ARTICLE II. OFFICE OF THE CORPORATION

The principal office for transaction of the activities and affairs of the corporation is located at 125 E. Walker Street in Orland, - located in Glenn County, California. The Board of Directors may change the principal office location from one to another. Any change of location of the principal office shall be noted by the Secretary in these Bylaws on this Article or this Article may be amended to state the new locations.

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III. PURPOSE OF THE CORPORATION

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of California for charitable purposes. The specific charitable purposes of this corporation are more fully detailed in the Articles of Incorporation of the Colusa-Glenn-Trinity Community Action Agency.

ARTICLE IV. MEMBERS

This corporation shall have no members.

ARTICLE V. NUMBER AND QUALIFICATION OF DIRECTOR

The authorized number of directors shall be eighteen (18). Each Director shall represent either Colusa County, Glenn County or Trinity County and must live in the county he/she represents.

There shall be six Directors representing Colusa County, six Directors representing Glenn County, and six Directors representing Trinity County.

The Directors shall be designated as falling into one of the three following categories:

Category I. One third of the members of the Board are elected public officials, currently holding office, or representatives, except that if the number of elected officials reasonably available and willing to serve is less than one third of the membership of the Board, membership on the Board of appointive public officials may be counted in meeting this requirement.

Category II. At least one third of the members of the Board are persons chosen in accordance with democratic selection procedures (outlined in regulations promulgated by the State Department of Economic Opportunity) to assure that members represent the poor in the area served.

Category III. The remainders of the members are officials or members of business, industry, labor, religious, welfare, education or other major groups and interest in the community.

Colusa, Glenn, and Trinity counties shall each have two Directors from each of the above three categories.

ARTICLE VI. TERM OF OFFICE

Each Director represents a specific group of interest within the three categories described in Article V, and that particular group or interest shall occupy a Director's position for a three year term. The first term commenced on January 1, 1989 and expired December 31, 1991.

ARTICLE VII. ELECTION OF DIRECTORS

The election of Directors shall be consistent with the requirements of the **California Government Code** Sections concerning the Community Services Block Grant Program and the regulation of the State Department of Economic Opportunity.

The Directors of each community shall serve as the selection committee for Board representation of that particular county with regards to the Directors from Categories I, II, and III. This selection shall be as to which groups or interest shall properly represent the poor (Category II) and other major groups (Category III). The groups or interest chosen shall then select their choices for Directors. With regards to the selection of groups or interests for Category II, the selection committee shall use a democratic process which ensures maximum feasible participation of the poor with special attention given to representing significant minority groups within the community. Although the Directors selected for Category II need not themselves be poor, they must none the less be selected in a manner which ensures they truly represent the poor.

The Directors chosen to represent elective officials (Category I) shall be members of the respective county Boards of Supervisors or their appointed representatives. The Board of Supervisors shall select which members shall serve as Directors.

ARTICLE VIII. VACANCIES ON THE BOARD

In the event a Director resigns or for any reason is unable to serve, a successor shall be selected or elected consistent with Article V, VI, and VII. The vacancy shall be filled with a person who represents the same Category and the same interest or group. The selection of a replacement does not extend the term of that Board position.

An absence of 50% from the regularly scheduled meetings in a calendar year by any Director, except in Category I, shall be deemed as a resignation, and a notice of inquiry shall be forwarded by the presiding Secretary.

ARTICLE IX. GENERAL POWERS OF DIRECTORS

Subject to the provisions and limitations of California Nonprofit Public Benefit Corporation Law and any other applicable law, the corporation's activities and affairs shall be managed and all corporate power shall be exercised, by or under the direction of the Board.

ARTICLE X. SPECIFIC POWERS OF DIRECTORS

Without prejudice to the general powers set forth in Article IX of these Bylaws, but subject to the same limitations the Directors shall have the power to:

- A. Appoint and remove, at the pleasure of the Board, all the corporations officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- B. Determine the Community Action Partnership's major organizational, fiscal, and program polices.
- C. Approve all programs proposals, budgets and delegate agency agreements.

- D. Oversee the extent and the quality of the participation of the poor in the programs of the Community Action Partnership.

ARTICLE XI. DIRECTORS' MEETING

Meetings shall be held four times a year with the January meeting of the calendar year to be designated as the annual meeting.

Meeting of the Board shall be held at any place within California that has been designated by resolution of the Board or in the notice of the meeting.

Notice of the time and place of each meeting shall be mailed or emailed to Board Members ten (10) days in advance of meeting.

ARTICLE XII. QUORUM

A majority of the total number of current Directors shall constitute a quorum for the transaction of the business.

ARTICLE XIII. OFFICERS

The Board shall elect from its members at the Annual Meeting a Chairperson, Vice-Chairperson, and Secretary, alternating these three offices between the three counties every one or two years. The term of office will be one year commencing on January 1st and concluding on December 31st.

The Chair person shall preside at meetings of the Board. The Vice-Chairperson shall act for the Chairperson in his/her absence. The Secretary shall preside in the Chairperson and Vice-Chairperson's absence. The Secretary shall keep a correct record of all meetings of the Board: Shall notify members of their appointment to committees, shall keep record of representatives and alternates; and shall mail notice of special meetings and perform such other duties, as may be required.

A vacancy in any officer position shall be filled by Board election at the first meeting following the occurrence of the vacancy.

ARTICLE XIV. COMMITTEES

There shall be a Colusa County Committee, a Glenn County Committee, and a Trinity County Committee. Each of these committees will be made up of six Directors representing the respective counties (i.e. the six Directors from Colusa will comprise the Colusa County Committee).

These committees shall have the power to make decisions with regards to their respective counties only and shall call meetings as needed. Each committee shall appoint one member to record and sign the minutes of any such meeting. These committee meetings may be held by conference telephone or similar communication equipment as long as all Directors participating in the meeting can hear one another.

In addition to the above described committees, the chairperson may, with the concurrence of the Board, appoint from time to time such committees as may be deemed necessary for proper functioning of the Board.

ARTICLE XV. AMENDMENTS TO BYLAWS

These Bylaws may be amended by the Board.

ARTICLE XVI. ROBERT'S RULE OF ORDER

Robert's Rules of Order shall govern this Board in all cases in which they are applicable and not in conflict with these Bylaws.

ARTICLE XVII. BOARD MEMBER CONFLICT OF INTEREST

Board Members have a duty to subordinate personal interests to the welfare of Colusa, Glenn, and Trinity Community Action (CGTCAP) and those we serve. Conflicting interests can be financial, personal relationships, status or power. Board

Members and employees are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies, which obligate or induce the board member or employee to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts with the best interest of CGTCAP in mind. Board Members will complete a Form 700 Conflict of Interest Statement annually and will submit it to the staff.

Ethical obligations of Board Members

Since it is not possible to write a policy that covers all potential conflicts, board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interests. Any possible conflict of interests on the part of any board member should be disclosed to the other board members and made a matter of record, either through an annual procedure or when the interest becomes a matter of board action.

Any board member having a conflict of interests or possible conflict of interest should not vote or use his/her personal influence on the matter, and he/she should not be counted as part of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting and the quorum situation.

These restrictions should not be construed as preventing the board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other board members, since his or her knowledge could be of assistance to the deliberations.

Board Members or employees may not have a significant financial interest in any property which CGTCAP purchases, or a direct or indirect interest in a supplier, contractor, consultant or other entity with which CGTCAP does business.

Duty of Board Members not to Compete

A Board Member may not use his/her position on the CGTCAP Board to prevent CGTCAP from competing with the board member's business. It is expected that board members, even after they complete board service, will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of the board.