



Striving to Educate Arizona Communities Against Poverty

# AGENCY BYLAWS

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## **ARTICLE I – NAME, SEAL OFFICES & FISCAL YEAR**

### **A. Name**

1. The name of the Corporation is **SouthEastern Arizona Community Action Program, Incorporated.**

### **B. Seal**

1. The seal of the Corporation shall be circular in form and shall bear on the outer edge, the words “SouthEastern Arizona Community Action Program, Incorporated” and in the center, the words and figures “Corporate Seal of Arizona 1976”.
2. The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

### **C. Offices**

1. The principle office of the Corporation shall be located within Arizona Planning District VI and in the city or town selected by the Board of Directors.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint, or as the purposes of the Corporation may require.

### **D. Fiscal Year**

1. The fiscal year shall begin on the first day of July and end on the last day of June each year.
2. The program year shall conform with the fiscal year unless another time frame is established by program requirements or regulation.

## **ARTICLE II – BOARD OF DIRECTORS**

### **A. Purpose**

1. The Board of Directors, as the governing body of the SouthEastern Arizona Community Action Program, Incorporated exercises ultimate authority and responsibility for the establishment and accomplishment of agency goals, objectives and policies.

### **B. Number of Board Seats**

1. There shall be a Board of Directors of twelve (12).

### **C. Board Composition**

1. The Community Services Block Grant, as amended in 1998, requires that a private nonprofit Community Action Agency (CAA) administer its Community Services Block Grant Program (CSBG) through a tripartite board whose members fully participate in the development, planning, implementation, and evaluation of the program. The tripartite board must be composed as follows:
  - a. One-third of the board must consist of elected public officials, holding office on the date of selection, or their representatives (except that if the number of such elected officials available and willing to serve on the board is less than one-third of the membership of the board, membership on the board of appointive public officials or their representatives may be counted toward meeting the one-third requirement); and
  - b. Not fewer than one-third must be persons chosen in accordance with democratic selection procedures adequate to assure that the members are representative of low-income individuals and families in the

neighborhood served and, if they represent a specific neighborhood, that they live in that neighborhood;  
and

- c. The remainder must be members or officials of the private groups and interests in the community (business, industry, labor, religious, law enforcement, education, or other major groups and interests).

#### **D. Representation of Public Elected Officials**

1. The Designating Officials, that is the Board of Supervisors of each County within Arizona Planning District VI, shall appoint Public Officials to constitute one-one (1/3) of the Board. That is four (4) seats.
2. Both the elected and the appointed Public Officials selected to serve on the Board shall have either general governmental responsibilities or responsibilities which require them to deal with poverty related issues. They may not be officials with only limited, specialized or administrative responsibilities.
3. In the event that there are not enough elected Public Officials reasonably available and willing to serve on the Board, the Designating Officials shall notify all public entities within their political subdivision's boundaries, before designating appointed Public Officials to assure elected officials an opportunity to serve on the Board.
4. Each elected official selected to serve on the Board may appoint one (1) permanent representative to serve on the Board either full-time in his/her place or whenever he/she is unable to attend a meeting. This representative need not be an elected official, but shall have full authority to act for the elected official whom he/she represents at meetings of the Board. Representatives of Public Officials are not alternates, and, therefore, the restrictions placed on alternates Article II, Board of Directors; Section G., Other Requirements, Subsection 5., Alternates, Paragraph c., Restrictions on Alternates, Subpart c., do not apply to representatives of elected officials. Appointed representatives of elected officials may not themselves select representatives.
5. No public sector representative shall serve more than a total of two (2) three-year terms.

#### **E. Representative of Low-Income Sector**

1. Representatives of low-income individuals and families will be "chosen in accordance with the democratic selection procedures". The democratic selection procedure can be done by any of the following:
  - a. Nomination and elections within the neighborhoods.
  - b. Selection at a meeting of low-income persons such that the date, time and place of such a meeting have been adequately publicized.
  - c. Through a similar democratic process such as election to a position of responsibility in another significant service or community organization such as a school PTA, a faith based organization leadership group, or an advisory board/governing council to another low-income service provider (for example Head Start). This is to ensure that those who currently live in areas served by the agency are represented so that they have a strong voice in agency governance and direction and are able to convey to those they represent the presence and significance of community action in their lives.
  - d. Selection on a small area basis (such as a city block or town) or representatives who in turn select members for the CAA or other eligible entity Board of Directors.
  - e. Advertisement (fliers, local newspapers, etc) of low-income board representative vacancy to serve on SEACAP Board of Directors within each community served by the agency. Once slate of applicants is identified (based on applications submitted and reviewed for appropriateness/eligibility to be a low-income member), a list of candidates, with small biography, would be prepared and made available in all SEACAP offices for clients to vote when they come to the offices for services. The length of time to vote will be a maximum of four (4) weeks, but not less than two (2) weeks and this will be clearly identified on the "ballot". The votes will be tallied in the presence of the Secretary/Treasurer, and presented to the

Board of Directors identifying the person with the most votes as the member to be appointed as the Low-Income Representative, and the person with the second highest number of votes as the alternate.

- f. When there is only one candidate running for office in a given election, once elected, the candidate may nominate another qualified individual to serve as his or her alternate, subject to the approval of the Board of Directors.
2. The number of low-income representatives must equal at least one-third (1/3) of the total Board membership and shall be four (4) in order to adequately represent the low-income sector of the four (4) counties. Low-income representatives must:
  - a. Must be representative of low-income individuals and families in service area, but do not need to be low-income themselves
  - b. Must live in the service area
  - c. Must be able to participate actively in development, planning, implementation and evaluation of CSBG programs.
3. In selecting the low-income representative, only the low-income shall be eligible to vote, and no person may vote more than once.
4. The selection of the low-income representatives shall take place during the month of July, at least every three (3) years or as needed to fill vacancies.
5. Low Income representatives shall not serve more than a total of two (2) three-year terms.

#### **F. Representative of Private Organizations**

1. The Board as a whole shall select the private sector organizations or agencies to ensure that the Board will benefit from a broad based community involvement. The Board shall draw representation as stated in the agency Bylaws; Article II, Board of Directors, Section C. Board Composition, Subsection 1., Paragraph c.
2. The Board of Directors hereby authorizes the Executive Director to solicit representation from business, industry, labor, religious, law enforcement, education or other major groups and interests in the communities served.
3. The private sector representatives shall be selected by ratings of eligibility as set forth by the Board based on the following criteria:
  - a. Geographic service area of private organization or agency relative to the CSBG geographic area.
  - b. Empathy of the proposed private sector representative with CSBG goals, objectives and needs of the poor in the four (4) county CSBG area.
  - c. Activities and service area of the private organization or agency directed primarily to needs of poor persons.
  - d. The need for the private sector representative is to ensure a balance in broad community involvement.
4. Once an organization or agency is selected, it shall choose the person to represent it on the Board of Directors. Each representative shall be empowered to speak and act on behalf of the organization or agency which he/she represents in connection with the Board's business.
5. If the number of groups exceeds the available seats in this category of membership, these groups shall be rotated every three (3) years on the basis of a priority list, established by the Board of Directors, with the exception that there must be continuous representation for significant minority groups without interruption.

Maintaining a rotation system does not necessarily mean that a group be placed low in the priority list because it had previous representation. The ratings for eligibility set forth in the agency Bylaws Article II, Board of Directors, Section F., Representative of Private Organizations, shall weigh heavily in the rotation selection criteria.

6. Any organization or agency not represented and which feel themselves inadequately represented on the Board may petition the Board for adequate representation.
  - a. The petition shall be a written request from the private sector organization requesting membership and must be signed by the officers of that organization.
  - b. The petition shall be received by the Board to determine eligibility pursuant to Article II, Board of Directors, Section F., Representative of Private Organizations, Subsection 3. The Board shall notify the petitioner, in writing, of the action taken.
  - c. In the event the Board does not act favorably on the petition, the petitioner may request, in writing, within a thirty (30) day period, a hearing for review of petition.
  - d. The Executive Committee of the Board shall conduct a hearing within ten (10) days after receiving the request for hearing.
  - e. The Executive Committee shall notify the petitioner in writing of the action taken.
7. Should the Board decide to grant representation to the petitioning organization and no private sector seat is available, the Board will place that organization of priority for the next available seat in the county in which the petitioning organization requested its inclusion to the Board.
8. Private sector representatives shall not serve more than a total of two (2) three-year terms.

#### **G. Other Requirements**

1. Public officials, or their representatives, serve at the pleasure of the Designating Officials and as long as the public official is currently holding office, subject to tenure restrictions of Article II, Board of Directors; Section D., Representative of Public Elected Officials, Subsection 5.
2. Representatives of low-income individuals and of private organizations may serve up to two (2) consecutive three-year terms for a maximum of six (6) years in office. Tenure restrictions apply to individuals and not to organizations.
3. Conflict of Interest: No person may sit on the Board who is an officer or an employee of an organization contracting to perform a component of the SouthEastern Arizona Community Action Program, Incorporated work program funded by CSBG or any other program funded through SouthEastern Arizona Community Action Program, Incorporated.
4. Public access to grantee information, books, and to the records of the SouthEastern Arizona Community Action Program, Incorporated shall be available to the public, in accordance with CSBG Section 7041-1.
5. Alternates:
  - a. For Low-Income Representatives:

Low-Income Representatives may have alternates to substitute for them on the Board. Notwithstanding Article II, Board of Directors, Section E., Representative of Low-Income Sector, Subsection 1, Paragraph f., these alternates shall be chosen at the same time and place, and in the same manner as the low-income representative(s).
  - b. For Representatives of Private Organizations:

Low-Income Representatives and Representatives of private organizations may serve up to two (2) consecutive three-year terms for a maximum of six (6) years in office. Tenure restrictions apply to individuals and not to organizations.

c. Restrictions on Alternates:

- (i) Each Board member may have only one (1) alternate.
- (ii) Alternates are encouraged to attend all meetings of the Board of Directors and are welcome to participate in the development, planning, implementation, and evaluation of the program. However, each alternate may serve for only one (1) Board member, may vote only when substituting for that Board member, and may be counted toward the quorum requirements only when substituting for that Board member.
- (iii) Alternates may not serve as officers of the Board.

## **H. Duties**

The Board of Directors shall be responsible, subject to state laws governing private non-profit agencies, for the direction, coordination and general supervision of SouthEastern Arizona Community Action Program, Incorporated, a Community Action Agency. The duties of the Board include the following responsibilities as further detailed in the Agency's Policies and Procedures Manual:

1. Appointment and evaluation of the Executive Director.
2. Fiduciary oversight of the Agency.
3. Determining, subject to CSBG policies, major personnel, organizational, fiscal and program policies.
4. Determining overall program plans and priorities for the agency, including provisions for evaluating progress against performance.
5. Approving all program proposals and budgets.
6. Enforcing compliance with all conditions on CSBG grants.
7. Overseeing the extent and quality at the participation of the low-income sector in the agency's programs.
8. Selecting the officers and Executive Committee.

## **I. Term of Office**

1. Members Who Represent Public Elected Officials:
  - a. Each Director, who has been selected in accordance with Article II, Board of Directors; Section D., Representative of Public Elected Officials, to represent public elected officials, shall:
    - (i) Be seated by the Board at the next regular or special meeting of the Board and shall take office immediately.
    - (ii) Hold office at the pleasure of the designating officials, subject to the tenure restrictions in Article II, Board of Directors, Section D., Representative of Public Elected Officials, Subsection 5.
2. Other Members:

- a. Each other Director shall be seated by the Board at the next regular or special meeting of the Board and shall take office immediately.
3. Vacancies:
- a. There is a vacancy on the Board when a member has been notified of his/her official removal by action of the Board for cause, when a member advises the Board of his/her resignation, when the designating officials remove a public official, or when a public official leaves office.
  - b. 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 by the next Board meeting.
  - c. When the seat of a representative of a private organization is vacant, the Board shall ask the organization to name another representative to fill the vacancy by the next Board meeting.
  - d. When the seat of a low-income representative is vacant, the alternate will fill the seat providing the alternate has been selected through the democratic process established in Article II, Board of Directors, Section E., Representative of Low-Income Sector, Subsection 1., Paragraph e. When the alternate has been selected in accordance with Article II, Board of Directors, Section E., Representative of Low-Income Sector, Subsection 1., Paragraph f., the democratic election process established in Article II, Board of Directors, Section E., Representative of Low-Income Sector, Subsection 1., Paragraph e., shall be followed to fill the vacancy.
4. Removal from the Board:
- a. A member shall be automatically removed from the Board, if he/she has missed three (3) consecutive Board meetings, unless he or she has communicated to the Executive Director the reasons for his/her absence in advance of each meeting missed. The Executive Director shall report any such communications to the Board under the item on the agenda for Establishment of Quorum and request that the absence be excused. When a Board member has missed four (4) consecutive meetings, the Executive Director shall send written notice to the subject Board member, stating that if the Board member fails to attend the next regularly scheduled meeting of the Board, they shall be considered to have vacated their position on the Board .
  - b. Notwithstanding anything else herein contained, any Board member may be removed from office by the affirmative vote of two-thirds (2/3) of the members present at any regular meeting or at a special meeting called for that purpose. Grounds for removal are:
    - (i) Nonfeasance, malfeasance or misfeasance.
    - (ii) Conduct detrimental to the interests of the Corporation.
    - (iii) Lack of sympathy with its objectives.
    - (iv) Refusal to render reasonable assistance in carrying out its purposes.
  - c. Any Director proposed to be removed shall be entitled to at least ten (10) days notice, in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.
  - d. Low-Income Representatives on the Board are subject to recall by low-income residents of the area they represent. This recall must be by petition to the Board of Directors.
  - e. Representatives of the private sector may be removed at any time by the agency or group that they represent.

5. Compensation

- a. Board members may be reimbursed for travel expenses incurred in attending meetings as provided by CSBG Section 6803-1b. Regular compensation in the nature of a salary is prohibited.

## **ARTICLE III – MEETINGS**

### **A. Annual Meeting**

1. An annual meeting of this corporation shall be held in the first quarter of the new fiscal year.
2. At this meeting, the confirmation and seating of Directors shall be held in accordance with Article II, Board of Directors, Section D., Representation of Public Officials; Section E., Representatives of Low-Income Sector; and Section F., Representatives of Private Organizations.
3. At this meeting, the officers of the Board shall be selected as provided in Article IV, Officers; Executive Committee; Officers.
4. Adoption of the final budget for the fiscal year.
5. All meetings shall be open to the public and shall be conducted in accordance with Arizona Revised Statutes, Title 38, Article 3.1, otherwise known as the Arizona Open Meeting Law.

### **B. Meeting, Quorum**

1. Public Board meetings shall be held quarterly, or in a response to a written request.
2. Special meetings may be called at any time by the President and shall be called by the President upon written request of twenty percent (20%) of the Board members eligible to vote.
3. All meetings shall be open to the press and public and shall be conducted in accordance with Arizona Revised Statutes, Title 38, Article 3.1, otherwise known as the Arizona Open Meeting Law.
4. The quorum requirement for meetings of the Board of Directors must be at least fifty-one percent (51%) of the total membership of the Board. Vacancies on the Board of Directors does not have the effect of reducing the number of Directors required to be present at any meeting to establish a quorum.
5. Alternates shall not be counted into the establishment of a quorum when the primary Board member is present at the same meeting.

### **C. Notice of Meetings**

1. Notice of all regular meetings shall be provided to each member at least seven (7) days in advance of the meeting. Modes of providing this notice include e-mail, fax, regular mail, or hand delivery.
2. Notice of all meetings, whether regular or special meetings, shall be posted in designated public locations in accordance with the Arizona Open Meeting Law. For purposes of this Section, each County Board of Supervisors Office within the four-county region is considered a designated public location.

### **D. Voting, Elections**

1. Each board member shall be entitled to one (1) vote.
2. Proxies shall not be permitted at any meetings.

3. Alternates are encouraged to attend all meetings of the Board of Directors and are welcome to participate in the development, planning, implementation, and evaluation of the program. However, each alternate may vote only when substituting for their primary Board member,

#### **E. Minutes**

1. Minutes shall be taken at all meetings. For meetings other than executive sessions, such minutes or recording shall include, but not be limited to:
  - a. The date, time and place of the meeting.
  - b. The member of the Board of Directors recorded as either present or absent.
  - c. A general description of the matters considered.
  - d. An accurate description of all legal actions proposed, discussed or taken and the names of Board Members who proposed each motion.
  - e. The minutes shall also include the names of the persons, as given, making statements or presenting material to the Board and a reference to the legal action about which they made statements or presented materials.
  - f. Minutes of executive sessions shall include items set forth in this subsection, paragraphs a, b, and c, and such other matters as may be deemed appropriate by the Board.
2. Minutes of the previous meeting shall be distributed to all Board members as soon as possible before the next meeting, and shall be made available to the public upon request.
3. It is the policy of SEACAP to ensure that programs and activities are accessible to Limited English Proficiency (LEP) persons and thus do not discriminate on the basis of national origin in violation of the Title VI prohibition against national origin discrimination. In SEACAP's official deliberations and communications, community outreach, and related notifications, staff will make every effort to provide Spanish translators and document translation, where feasible, upon request.

### **ARTICLE IV – OFFICERS, EXECUTIVE COMMITTEE**

#### **A. Executive Committee / Elections**

1. The executive committee shall consist of a President, Vice President, Secretary/Treasurer, the Executive Director, and two (2) at-large members of the Board of Directors.
2. The officers shall be nominated and elected by the Board of Directors from among its members at the annual meeting.
3. Election shall be by voice vote, except that ballots will be required when more than one (1) nomination has been made for any position.
4. Nominations from the floor may be made for any position, provided that each person who is nominated gives his/her consent to serve, if elected.

#### **B. Officers**

1. President shall:
  - a. Preside at all meetings of the Corporation.

- b. Appoint all committees.
  - c. Serve as an ex-officio member on all committees.
  - d. See that an annual report is prepared for presentation to the general membership at the annual meeting.
  - e. Perform all such other duties as may be assigned to him/her by the Board of Directors.
  - f. Perform such other duties as are usually incumbent upon the office.
2. Vice President:
- a. In case of absence or disability of the President, it shall be the duty of the Vice-President to exercise the functions and perform the duties of the President.
  - b. He/she shall perform such other duties as may be assigned to him by the President.
3. Secretary/Treasurer:
- a. If both President and Vice-President are absent, the Secretary/Treasurer shall conduct the board meeting.
  - b. The Secretary/Treasurer shall oversee all low-income elections.
  - c. Secretary/Treasurer shall oversee election of officers.
  - d. The Secretary/Treasurer shall communicate with staff to insure that a financial annual audit be performed on the corporate financial statements in a timely manner.

Approved by Southeastern Arizona Community Action Program, Inc. Board of Directors, March 31, 2016.