

California/Nevada Community Action Partnership
Bylaws Amended November 15, 2010



CALIFORNIA/NEVADA
COMMUNITY ACTION PARTNERSHIP

BYLAWS
Amended November 15, 2010

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ARTICLE I – NAME

The name of this organization shall be the California/Nevada Community Action Partnership effective January 1, 2003.

ARTICLE II – PLACE OF BUSINESS

The principle office of the organization shall be located in Sacramento, California.

ARTICLE III – PURPOSE

The purposes for which the Corporation is formed are as follows:

A. The general purposes and powers are:

1. To serve as a catalytic agent in the development of resources and to provide technical assistance to anti-poverty organizations, particularly member agencies or their successors, enabling them to acquire Federal, State, and private funds for implementation of programs planned for the elimination of poverty.
2. To have and exercise all rights and powers from time to time granted to non-profit corporations by law.

B. The specific and primary purposes are to assist the poor in the States of California and Nevada by coordinating the efforts of the Community Action Agencies and other non-profit organizations with similar goals and objectives to provide for more effective utilization of public and private resources. In concert with these general purposes this Corporation shall engage in developing, coordinating, researching, and disseminating information and materials directed towards the reduction of poverty in the States of California and Nevada.

C. In addition to those limitations set forth in the Articles of Incorporation, no substantial part of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501 (h) of the Internal Revenue Code of 1954, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501 (h) of the Internal Revenue Code of 1954.

D. The Corporation may employ such staff as is feasible and necessary to carry out the Corporation's business.

ARTICLE IV – MEMBERSHIP

Section 1: Any Community Action Agency, as defined in the Economic Opportunity Act of 1964 (as amended) or any agency which receives anti-poverty funding, shall be eligible for membership in this Corporation.

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A. Regular Members:

Those agencies which are designated by their local government as the anti-poverty agency and governed by a tripartite board are Regular members. The Board Chairperson or other Board member designee and Executive Director, each have one vote. Board member designee must have a written appointment signed by the Board Chairperson.

B. Associate Members:

Agencies which are subject to the grandfather clause, and receive funding for anti-poverty programs and who support the efforts of the Corporation may join as Associate members. Additionally, the following groups may join as Associate members contingent they are in accordance with CSBG law: American Indian grantees, a limited purpose grantee, Migrant Seasonal Farm Workers grantees. The Associate member has one vote and shall be entitled to all other benefits of Corporation membership. The Associate member organization will identify its representative in writing to the Corporation for voting purposes.

C. Affiliate Members:

Those corporations and/or sub-contractor agencies who support the efforts of the Corporation and desire to participate shall be eligible for a non-voting membership. This category of applicant is subject to a review process specific to this class of membership with the following provisions:

The Affiliate member application must be endorsed by a Regular member agency.

Section 2: Qualifications for Membership are:

- A. The agency, corporation or sub-contractor agency must be headquartered within California or Nevada.
- B. The agency, corporation or sub-contractor agency has made application in writing to this Corporation, and, with the exception of duly chartered Community Action Agencies has been recommended by the Membership and Meetings Committee Chair.
- C. The agency, corporation or sub-contractor agency, have their membership dues paid and meeting fees current.

Section 3: Alternates: Any member, except an Affiliate member, may designate an alternate from within his or her own organization to serve in his/her place by written notification to the Secretary at the beginning of the membership year which then gives that designated alternate voting privileges for the duration specified by the organization.

ARTICLE V – DUES

Section 1: Annual dues, special assessments, and meeting fees shall be recommended by the Membership and Meetings Committee and approved by the Board of Directors at a Regular meeting of the Corporation.

Section 2: Membership dues for Regular members shall be based upon the prior year's CSBG allocation.

ARTICLE VI – LOSS OF OR CANCELLATION OF REGULAR AND ASSOCIATE MEMBERSHIP

Section 1: Regular, Associate, and Affiliate membership in the Corporation may be cancelled by the Board of Directors for any of the following reasons:

- A. Dissolution or non-activity of an agency.
- B. Non-payment of dues three (3) months after January 31.
- C. Actions antithetical to the Corporation's goals.

Section 2: Any agency may resign at any time with written notification to the Secretary.

ARTICLE VII – BOARD OF DIRECTORS

- A. **Board of Directors:** Shall consist of the five (5) elected Officers of the Corporation, the immediate Past President, the Standing Committee Chairpersons, the two (2) Special Representatives { Board Representative (the board chair of the CAA's Board of Directors or a person designated by that chair) and the Nevada Representative }, the national Community Action Partnership Representative, and the National Community Action Foundation (NCAF) Representative. The President shall be the Chairperson of the Board of Directors.
- B. The Board of Directors shall consider business, formulate plans, develop policy, all for presentation to the full body. The Board of Directors may take actions on emergency measures. However, it is incumbent upon the Board of Directors not to act if the item can wait until a meeting of the full body. The Board of Directors determines if the item can wait. The Board of Directors shall act for the Corporation between meetings, and report those actions at the earliest possible time to the Corporation. A quorum shall be fifty-one percent (51%) of the Board of Directors members.
- C. Excessive and unexcused absences or the inability to fulfill the obligations as a Board Member of the Corporation, may result in dismissal from the Board.

ARTICLE VIII – OFFICERS

Section 1: The Corporation shall have the following officers, all of whom must be from the Regular or Associate membership categories:

- A. **President:** The President shall be a CEO or Executive Director of a designated regular member and shall preside at meetings of the Corporation and Board of Directors, and shall be an ex-officio member of all committees except the Election Committee. The President shall perform all other duties usually pertaining to the office.

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- B. **First Vice-President**: The First Vice-President shall be a Board Chair or designee and chair meetings of the Corporation in the absence of the President. The First Vice-President shall fulfill additional duties as assigned by the body.
- C. **Second Vice-President**: The Second Vice-President shall be a CEO or Executive Director of a designated regular member and shall chair meetings in the absence of the President and First Vice-President. The Second Vice-President shall chair the Personnel Sub-Committee and fulfill additional duties as assigned by the body. The Second Vice-President shall succeed the President in the event of a vacancy of that office.
- D. **Secretary**: The Secretary shall certify the minutes of all meetings of the Corporation and the Board of Directors; shall insure that a record is kept of representatives and designated alternates and shall be responsible for the mailing of notices of special meetings. The Secretary shall be chair of the Bylaws Sub-Committee and perform such other duties as may be assigned by the body.
- E. **Treasurer**: The Treasurer shall be the Chairperson of the Finance Sub-Committee. The Treasurer and the Sub-Committee shall be responsible for the oversight of financial operations of the Corporation. The Treasurer shall present an annual report subject to audit and perform such other duties as may be assigned by the body.
- F. **Standing Committee Chairpersons**:
1. The chairpersons of the Public Advocacy and Education, Membership and Meetings, and Legislative and Public Policy committees shall be elected by the membership. Elections shall be held consistent with and at the time of the election of Corporation Officers. Each of these standing committee chairpersons will be a voting member of the Corporation's Board of Directors.
- G. **Special Representatives**:
1. Two additional persons shall be elected to the Board of Directors. One shall be elected by board members or designees to be the Chair of the Board Members Roundtable. One shall be selected by those member agencies located in Nevada.
 2. **Duties of Special Representatives**:
The two special representatives shall serve as voting members of the Board of Directors.
- H. The immediate past President shall serve as a voting member of the Board of Directors.
- I. The Corporation's representatives to the Boards of the National Community Action Foundation (NCAF) and the national Community Action Partnership shall serve as voting members of the Board of Directors.

Section 2: Vacancies in any of the above offices shall be filled in accordance with the succession noted, except as noted in Article XI, Section 3A. When there is no succession, the Board of Directors will fill the position. A Board person who holds an elected office in the Corporation shall retain that office for the full

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term, whether or not they are Board Chairperson, as long as their local Board certifies in writing that the elected officer still represents them.

Section 3: Corporation officers for each term shall be installed immediately following final election results and shall serve from that time for a period of two (2) years.

ARTICLE IX – VOTING

Each Regular member agency shall have two (2) votes for the elections and business meetings. The votes shall be cast by the Executive Director and Board Chairperson or designees from their agency. Associate member agencies shall have one (1) vote which may be cast by the designated representatives from the said agency. Affiliate members shall be non-voting members.

ARTICLE X – MEETINGS

Section 1: Regular Meetings: Regular meetings of the Corporation shall be held at least 2 times per year. One meeting shall be designated the Annual meeting of the Corporation. The schedule of meetings for the year shall be the responsibility of the Board of Directors. The meetings shall be scheduled as far as possible to alternate between north and south, taking into consideration the legislative calendar of both States and the Corporation's mandated functions. The Board of Directors shall meet as often as needed.

Section 2: Special Meetings: Special meetings of the Corporation may be called by the President. Special meetings of the Corporation shall be called by the President upon request of ten percent (10%) of the membership. Notice to members of the Special meetings shall be by telephone, no less than five (5) days prior to the date of the meeting and confirmed in writing. The notice shall give the time, place, and purpose for the meeting.

Section 3: Quorum: The presence of at least twenty-five percent (25%) of the voting member agencies shall constitute a quorum. The Secretary shall determine that a quorum is present at the beginning of a meeting.

Section 4: Notices: Notice of each Regular meetings and its agenda shall be mailed, emailed, faxed or Web posted to each member at least (10) days prior to the date of the meeting.

Section 5: Attendance: The record of attendance at meetings shall be established at roll call. Attendance shall be reflected in the minutes of each meeting.

ARTICLE XI – ELECTIONS

Section 1: Elections:

- A. **Process:** Biennial elections shall be held at the annual meeting every other year. The Election Committee will be appointed prior to the Annual meeting. The Election Committee shall submit a slate of candidates at least 30 days prior to the annual meeting when the elections are held. Nominations from the membership may be accepted at the time designated during the meeting.

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Anyone who is nominated shall be presented to the body. A candidate is eligible to run for one position only.

B. Election Committee:

For the Election Committee, only the Chairperson will be appointed by the President; a minimum of four (4) volunteer committee members shall be sought by the Chairperson. Every attempt shall be made to reflect the make-up of the membership.

C. Responsibility of the Election Committee:

The Election Committee will be responsible for preparing a slate of candidates for officers, Standing Committee Chairpersons and Special Representatives. The Election Committee will be responsible for determining the particular rules and procedures of the election which will be consistent with these Bylaws. The Election Committee will oversee the elections process.

D. Eligibility:

Any Regular or Associate member will be considered eligible to serve as a candidate if their membership dues are paid and meeting fees are current. And, provided that the individual has attended at least three (3) Cal/Neva regular business meetings.

Section 2: Election Procedures:

- A. **Voting Procedures:** Voting in person or by absentee ballot will be by secret ballot. Voting will take place on the final day of the Corporation's Annual meeting. The Secretary and Treasurer will certify all eligible votes and poll the house. Election Committee members will count the votes, exclusive of any Election Committee member who is a nominee for office. All voting procedures will be mailed by the Secretary to all eligible members of the Corporation thirty (30) days prior to the vote. Nominations from the floor and recommendations from the Election Committee will constitute the ballot to be prepared after the nominating meeting. A simple majority of the total votes cast is required for election at the biennial meeting.
- B. **Absentee Ballot:** Voting procedures mailed pursuant to Section 2A will include a request for absentee ballots. This request must be signed by the eligible voter and returned per voting procedures. All absentee ballots must be received by the Chair of the Election Committee prior to the election. These ballots will be opened and counted by the full committee concurrent with polling of other ballots.
- C. There shall be no election voting by proxy.
- D. There shall be no write-ins.
- E. There shall be no voting by Fax or E-mail.
- F. The Election Committee will announce the election results at the end of the Annual biennial meeting. The actual vote count shall be kept confidential by the Committee.

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Section 3: Special Elections for Filling Vacancies:

- A. In the event that a Representative is unable to fill his/her term, he/she will be replaced by the candidate for this position at the most recent election with the next highest vote count, as certified by the Election Committee. If that candidate is not willing or able to serve, the vacancy will pass to the next highest, and so forth. If no candidate is willing and able to serve, the vacancy shall be filled by appointment by the Board of Directors.

ARTICLE XII – COMMITTEES

Section 1: Committees:

- A. All Standing committee chairpersons shall be elected by the membership. Committee membership sign-ups will be held at the Annual meeting and thereafter as needed. Only members shall vote on business coming before that Committee. Membership may include agency representatives other than Board Chairpersons or Executive Directors.
- B. **Quorum:** Committee quorum shall be twenty-five percent (25%) of committee membership but no fewer than two (2) Committee members.

Section 2: Standing Committees:

A. **Administrative**

1. **Finance Sub-Committee:** Shall be chaired by the Treasurer; shall review accounting and auditing procedures and make recommendations to the Corporation; shall review all audit reports; shall review and recommend the budget for its submission to the membership; shall review the Treasurer's report and make recommendations to the Corporation.
2. **Personnel Sub-Committee:** Shall be chaired by the Second Vice-President. It shall be the responsibility of the Personnel Committee to establish and maintain personnel policies and procedures for the Corporation. The Personnel Committee shall act as the Appeals Committee for staff to pursue due process of grievances.
3. **Audit Sub-Committee:** Shall be chaired by the Second Vice-President. It shall be the responsibility of the audit sub-committee to recommend an audit firm, provide oversight of the audit process, review and present the final audit report to the board of directors.
4. **Bylaws Sub-Committee:** The sub-committee shall be chaired by the Secretary; shall be responsible for reviewing Bylaws and making recommended changes to the Corporation's membership on an annual basis.
5. **Membership and Meetings Committee:** Shall be responsible for reviewing applications for membership; shall research and make recommendations to the Corporation on each application; shall review the dues structure and make recommendations to the Board of Directors; shall be responsible for an active membership outreach program; shall be responsible for planning regular

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meetings of the Membership; shall also be responsible for developing an Corporation training and technical assistance plan for approval by the body; shall be responsible for assessing training needs; shall review the training and technical assistance plan from time-to-time to ensure its implementation. Orientation and introduction of new members shall be a priority responsibility. Membership and Meetings Committee will provide services as directed by the Membership or Board of Directors.

B. Advocacy

1. **Legislative and Public Policy Committee:** Shall be responsible for monitoring, assessing, and reporting on State and Federal legislation to the Corporation. The Committee shall organize and implement an annual “legislative day”. The Committee shall be responsible for assuring an Corporation presence and impact in the legislative process consistent with the purpose of the Corporation and wishes of the membership.
2. **Advocacy and Education Committee:** Shall design, develop, and implement activities or projects that are beneficial to the member’s operations or enhances services provided to the members. The Committee shall pursue funding opportunities specific to its member approved activity or project. The Committee shall implement activities or projects consistent with the Corporation’s policy to first implement through member agencies; if not appropriate or feasible, then secondly to outsource with qualified consultants, and, if not appropriate or feasible, to employee project specific staff. Advocacy or education issues or activities may come from the Membership and Meetings Committee, Board of Directors or the Standing Committee itself.

C. Programs

1. **Energy Sub-Committee:** Shall be responsible for reviewing and monitoring issues, and recommending action on energy issues affecting the poor of California and Nevada or the Corporation members delivery system of energy related services.
2. **VITA:** Shall be responsible for reviewing and monitoring issues, and recommending policy on programs or issues affecting VITA and EITC.
3. **Children and Families Sub-Committee:** Shall be responsible for reviewing and monitoring issues, and recommending policy on programs or issues affecting low-income children and families or the Corporation members delivery system of related services.
4. **Telecommunications Sub-Committee:** Shall be responsible for reviewing and monitoring issues, and recommending action on telecommunication issues affecting the poor of California and Nevada or the Corporation member’s delivery system of telecommunications related services.
5. **Training and Technical Assistance (Peer to Peer):** Shall be responsible for reviewing and monitoring issues, and recommending policy on programs or issues affecting peer to peer and/or training and technical assistance needs.

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6. Ad Hoc Committees: Shall be appointed by the President or Standing Committee Chairpersons to meet programmatic, Corporation, or Standing Committee needs and are to serve for as long as is necessary to complete the term or ad hoc committee assignment.

ARTICLE XIII – REMOVAL

Section 1: Officers of the Corporation or other representatives may be removed from office for cause. A petition for removal for cause may be filed with the President or Secretary by representation of five (5) or more member agencies in the Corporation. The petition shall state the acts or omissions upon which the allegations of cause are based in ordinary and concise language. The Board of Directors shall consider the petition within thirty (30) days of its receipt by the Corporation and if found sufficient, shall conduct a full investigation including an interview with the accused and report its findings at the next regular Corporation meeting within sixty (60) days after investigation. The accused officer or other representative shall be entitled to an informal hearing before the Corporation at its next regular meeting after the Board of Director's report is filed. The accused shall be removed from office for cause by two-thirds (2/3) vote of the entire Membership.

ARTICLE XIV – AMENDMENT OF BYLAWS

Section 1: Notice: Written notice of any proposed change in the Bylaws shall be mailed to each member of the Corporation at least thirty (30) days in advance of the regular Corporation meeting at which the proposal or changes may be voted upon for adoption.

Section 2: Vote: Amendments shall be adopted by a majority of members present at a regularly scheduled meeting when a quorum is present.

ARTICLE XV – PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall guide this Corporation except where inconsistent with these Bylaws.