

BY-LAWS

KI BOIS COMMUNITY ACTION FOUNDATION, INC.

AMENDED May 29, 2014
BOARD REVIEWED and UPDATED September 24, 2020

ARTICLE I

NAME, DESCRIPTION and PURPOSES

- Section 1 KI BOIS Community Action Foundation, Incorporated, is an Oklahoma nonprofit corporation that has been recognized as exempt from federal income tax under Internal Revenue Code section 501(c)(3)
- Section 2 The central administrative office of KI BOIS Community Action Foundation, Inc. shall be located at 200 South East "A" Street, Stigler, Haskell County, Oklahoma.

ARTICLE II

PURPOSES

- Section 1 The corporation's purposes are as stated in its certificate of incorporation.
- Section 3 No activities are permitted which are not allowable within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

BOARD COMPOSITION

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, consisting of 18 directors, selected as hereinafter provided for in state statute §74-5037. Community Action Agencies - Boards of Directors Policies and Procedures. Added by Laws 1986, c. 207, § 43, operative July 1, 1986. The Board of Directors may vote to change the number of directors, but must keep the number between a minimum of 12 and not more than 36 directors.

- Section 1 One-third of the directors shall be elected public officials, currently holding office, or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the board is less than one-third of the membership of the board, appointive public officials or their representatives may be counted in meeting such one-third requirement. The term "elected public

official” refers to a duly elected representative of the state or its political subdivisions. The term “appointive public official” refers to employees of public agencies and members of boards and commissions established under state and/or local law who have responsibility and authority to determine and implement the policies of those agencies, boards or commissions.

Section 2. At least one-third of the directors will be persons chosen in accordance with democratic selection procedures and elected to insure that they are representative of persons with low incomes in the area served.

Section 3 The remainder of the directors shall be officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

Pursuant to the Head Start Act (42 U.S.C. 9837(c) (1)(B), the following shall apply:

Section 4 At least one director shall have a background and expertise in fiscal management and accounting.

Section 5 At least one director shall have a background and expertise in early childhood education and development.

Section 6 At least one director shall be a licensed attorney familiar with issues that come before the governing body.

However, if people described in any of the three preceding sections are not available to serve as a director, the board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the board.

Section 7 Other directors shall:

Reflect the community to be served and include parents of children who are currently, or were formerly, enrolled in Head Start programs; and be selected for their expertise in education, business administration, or community affairs.

Section 8 Each member of the board, from the low-income sector, selected to represent a specific geographical area must reside in the area he/she represents.

ARTICLE IV

SELECTION OF DIRECTORS

Section 1 All duly qualified candidates for addition to the KI BOIS Board of Directors will be seated by a vote of the Board of Directors once the candidates have been selected through the appropriate selection process.

Section 4 Public Sector -

A. Composition - One-third of the members of the Board shall be elected public officials currently holding office, or their representatives. The term “elected public officials” refers to duly elected representatives of the state or its political subdivisions.

If the number of elected public officials reasonably available is less than one-third of the Board, appointive public officials may be counted in meeting the one-third requirement. The term “appointive public officials” refers to employees of public agencies and members of boards and commissions established under state and local law who have the responsibility and authority to determine and implement the policies for those agencies, boards and commissions.

B. Selection Procedures - If the number of elected public officials is greater than one-third of the seats on the Board, the Board shall decide how the available seats shall be allotted among them. The Board will devise a plan for equitable rotation.

An elected or appointive public official having a seat on the Board may select a designated representative to serve in his/her place or in his/her absence. The representative need not be a public official, so long as he/she is entitled to act on behalf of the public official represented with regard to the business of the Board. The Board shall reserve the right to provide input to public officials who are choosing representatives and the right to veto a public official’s selection of a representative.

Section 5 Private Sector -

A. Private organizations shall be selected in such a manner as to assure that the Board will benefit from broad community involvement. The Board shall draw representation not only from among private social service agencies, private educational institutions, constituencies of people with low incomes concerned with specific problems, and other private organizations within the community, but also from among business and industry who themselves have the skills, experience and resources that the Agency needs. Each representative shall be empowered to speak and act on behalf of the organization, which he/she represents in connection with

the Board's business.

- B. Any other private community organization desiring representation upon the Board of Directors may petition the Board in accordance with the procedures in these by-laws.
- C. As many different private community organizations as possible shall be represented on the Board.
- D. Significant minority group representation will be continually present on the Board, and such groups will not be rotated off the Board.
- E. The private community groups that will be entitled to representation on the Board shall be notified in writing of their selection and invited to select a representative to serve on the Board. The individual representative shall be a member of the group which he/she represents and each group or organization shall notify the chairperson of the Board in writing of the name of its representative.

Section 6 Low-Income Sector -

- A. Composition - at least one-third of the members on the Board shall be democratically selected representatives of people with low incomes - persons whose income is less than 100% of the current poverty guidelines - residing in the area to be served. The number of low-income sector representatives may be in excess of one-third of the total Board membership so long as one-third of the Board is composed of representatives of the public sector and the member limitation is observed.
- B. In securing representatives of people with low incomes, there will be maximum possible involvement of the low-income groups and individuals to be represented. The selection process will be an election held at a meeting or conference of people with low incomes whose date, time and place have been adequately publicized.
- C. Representatives of people with low incomes will be selected to serve the specific geographical area served by the CAA that selected them. This meeting cannot be held on any Sabbath Day that is observed as a day of rest and worship by residents of the area served. The locations, dates, and times will be selected to assure the maximum feasible participation of people with low incomes.
- D. All persons voting at this meeting will be required to sign a declaration stating that they meet the current OMB income guidelines and are residents of the geographic area selecting the Board members. This is intended to prevent persons from voting in more than one location and

participation of residents whose income is above the poverty level.

- Section 7 Every member of the Board who is selected to represent the low-income sector must reside within the geographic area that he/she represents.
- Section 8 Public officials, or their representatives, serve at the pleasure of designating officials' concurrent to their elected term of office. Upon re-election or every three years, the public official must be elected/selected under the appropriate criteria. Representatives of the low-income and of the private sector may be elected/selected for a term of three years. To serve an additional three-year term the individual must be again elected/selected under the appropriate criteria.
- Section 9 Any vacancy that occurs on the Board for any reason shall be filled in the same manner and by the same body that originally sent a representative to that seat. Such representative shall serve the remainder of the unexpired term.
- Section 10 No individual as such shall have any vested rights of any nature whatsoever in and to any assets of the corporations.
- Section 11 The incorporators and members of the corporation by the execution of these by-laws, certify that each of them has been selected or elected to serve as a member of the KI BOIS Community Action Foundation, Inc., Board of Directors and to act in such capacity until their successors are elected or selected and qualified.
- Section 12 Petitions for Representation-
- A person with low-income, community organization, or religious organization, or representative of people with low-incomes that considers its organization, or people with low-incomes, to be inadequately represented on the Board may submit a petition for representation to the Board.
- The petition must be signed by at least 25 individuals, unless the Chairperson determines that it is appropriate to waive this requirement in a particular case.
 - A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time.
 - Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act, the federal Head Start Act, and any other applicable laws or regulations.

ARTICLE V

MEETINGS

- Section 1 The annual meeting of the Board of Directors shall be at the discretion of the Board members.
- Section 2 The Board of Directors shall meet as often as the agency's or Board's business may require but not less than six (6) Board meetings, with quorum, and at least six (6) executive committee meetings shall be held within any twelve month period. While subgroups or committees, e.g., executive committee, may accomplish the board or agency business all actions must be ratified by the Board of Directors.
- Section 3 Special meetings may be called by the Chairman of the Board or upon the request of fifty (50) percent plus one (1) of the seated members of the Board pursuant to the notice requirements of this article.
- Section 4 The acts of the majority of the Directors at any meeting at which a quorum is present shall be an act of the Board.
- Section 5 All annual, regular, and special meetings shall be held in compliance with the Oklahoma Open Meeting Law.
- Section 6 Each member of the Board present shall be entitled to one vote. Proxy voting is not permitted.
- Section 7 Any member of the Board who ceases to be a member of the target area group or private community organization which he represents on the Board, or any public official who ceases to hold the office that entitles him to a seat on the Board, shall no longer be a member of the Board.
- Section 8 An agenda of each meeting of the Board shall accompany the notice of that meeting and shall be sent to all Board members. No meeting may address the issue of (1) removal of a member of the Board for cause, (2) election of officers of the Board, (3) the amendment or revision of these by-laws or (4) the hiring or firing of the executive director of this corporation unless such items appear on an agenda circulated pursuant to the requirements of this article.
- Section 9 The Board of Directors may reimburse Board members from the public, low-income and private sectors of the Board for transportation costs incurred as a result of attendance at Board and Board committee meetings and out of area meetings for the Department of Commerce, or other funding sources.
- Section 10 No person may sit on the Board who is an officer or an employee of an organization contracting to perform a component of the KI BOIS Community Action Foundation, Inc. work program. Board members applying for employment

in Community Action sponsored programs must resign their position on the Board, upon applying for employment.

ARTICLE VI

OFFICERS OF THE CORPORATION

- Section 1
- A. The officers of the corporation's Board of Directors shall consist of a Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary/Treasurer and Parliamentarian.
 - B. Officers of the corporation's Board of Directors shall be elected from the membership of the Board of Directors at the Annual meeting each year and serve for one year or until re-elected or until their successors are elected subject to provisions of O.S. 1961 21 (481-7).
 - C. The executive committee shall consist of the five duly elected officers of the Board as described in Article VI, Section 1 A.

ARTICLE VII

DUTIES OF THE CHAIRPERSON

- Section 1
- The Chairperson shall preside at all meetings of the corporation. After consultation with the Executive Director, the Chairperson shall have authority to call all meetings. If the Chairperson is incapacitated or absent the responsibility for calling meetings shall rest with the First Vice-Chairperson and Executive Director. If both the Chairperson and First Vice-Chairperson are unavailable then the Second Vice-Chairperson shall assume their duties in the interim. The Chairperson shall appoint committee members for all standing and special committees subject to the final approval of the Board of Directors.

ARTICLE VIII

DUTIES OF THE FIRST VICE-CHAIRPERSON

- Section 1
- The First Vice-Chairperson shall preside at meetings in the absence of the Chairperson. This person shall assume duties of the Chairperson if the Chairperson becomes incapacitated.

ARTICLE IX

DUTIES OF THE SECOND VICE-CHAIRPERSON

- Section 1 The Second Vice-Chairperson shall preside at meetings in the absence of the Chairperson and First Vice-Chairperson. This person shall assume Chairperson if both the Chairperson and First Vice-Chairperson become incapacitated.

ARTICLE X

DUTIES OF THE SECRETARY/TREASURER

- Section 1 The Secretary/Treasurer shall conduct the Board correspondence and provide the minutes of the executive committee and previous Board meetings for the inspection and approval of the Board.
- Section 2 The Secretary/Treasurer shall further insure that a detailed set of minutes is bound and maintained in a permanent file within the Community Action Office and distributed to other members of the Board at least five (5) days prior to the next stated meeting.
- Section 3 The Secretary/Treasurer shall be the chairperson of the Board Finance Committee and will coordinate with the Board Chairperson, Executive Director and Chief Financial Officer to insure that all rules and regulations set forth by funding sources and dictated by audit requirements are being met.

ARTICLE XI

DUTIES OF THE PARLIAMENTARIAN

- Section 1 The Parliamentarian shall insure that all meetings are conducted in accordance with the Robert's Rules of Order and the Oklahoma Open Meetings Act.

ARTICLE XII

OFFICERS' TERM

- Section 1 All officers shall enter upon these official duties on the first day of the month of each year following the annual meeting and shall serve for a term of one year or until their successors shall be duly elected or selected and qualified.

ARTICLE XIII

QUORUM

- Section 1 At all meetings of the Board of Directors, the presence of 50 percent of the non-vacant seats, plus 1, shall constitute a quorum and they shall be empowered to carry out official business of the corporation.
- Section 2 At all meetings of the executive committee, the presence of 50 percent of the executive committee membership, plus one, shall constitute a quorum and they shall be empowered to carry out the official business of the corporation. The executive committee may meet in the absence of a quorum. Any decision of the executive committee must be ratified by the full Board at the next full Board meetings.

ARTICLE XIV

RULES OF ORDER

- Section 1 The rules of order shall be as follows:
- A. Call to order
 - B. Invocation (optional)
 - C. Flag salute (optional)
 - D. Roll Call (quorum check)
 - E. Reading of the Minutes
 - F. Executive Director and Staff Reports
 - G. Budget Reports
 - H. Program Progress Reports
 - I. Reports of standing committees
 - J. Reports of special committees
 - K. Election of officers (annually)
 - L. Unfinished business or old business (If listed on agenda)
 - M. New business (Any matter not known about or which could not have been reasonably foreseen prior to the time of agenda posting)
 - N. Announcements
 - O. Adjournment
- Section 2 In the absence of any Oklahoma Department of Commerce rules, guidelines, or formally adopted corporation by-laws, all questions of conduct of meetings shall be governed by “Robert’s Rules of Order” as interpreted by the chair with guidance from the Parliamentarian.

ARTICLE XV

GOVERNING POWERS

- Section 1 A. The Board of Directors of the KI BOIS Community Action Foundation, Inc. shall have the following powers and responsibilities:
- a. The Board shall have the power to receive and administer funds pursuant to Title II of the Economic Opportunity Act of 1964, as amended and subsequent legislation, to receive and administer funds and contributions from private or local public sources, and to receive and administer funds under any federal or state assistance program pursuant to the requirements of those programs.
 - b. The Board shall have the power to transfer funds as received and to delegate powers to other agencies subject to its overall program responsibilities.
 - c. The Board shall have the power to contract and to do any and all acts necessary to carry out its function in accordance with Title II of the Economic Opportunity Act of 1964, as amended, and all subsequent legislation, and Oklahoma Department of Commerce policies.
- Section 2 Powers and responsibilities- The powers and responsibilities of the Board shall include but not be limited to the following:
- A. To appoint the Executive Director of the Agency;
 - B. To determine the rules of procedure for the Board;
 - C. To select the officers and committees of the Board;
 - D. To determine the policies under which the Board and agency shall operate;
 - E. To evaluate the Executive Director annually;
 - F. To determine within regulations and policies, the major agency fiscal, personnel, and program policies;
 - G. To review and approve programs and expenditures every month;
 - H. To recruit volunteers and space for programs and activities;
 - I. To mobilize resources from the entire community;

- J. To consider and approve all programs, proposals, and budgets;
- K. To enforce compliance with all conditions or grants;
- L. To determine overall programs, plans, and priorities;
- M. To determine the use of all discretionary money.

Section 3 The role of the Board of Directors shall include such things as:

- A. Being a catalyst for positive change for the community;
- B. Bringing problems and needs of the community to the Board;
- C. Looking at options for solving some of the problems of fulfilling the needs of the community.
- D. Examining issues that affect the quality of life in the community;
- E. Raising money;
- F. Serving as an advocate for the disadvantaged and being a catalyst for institutional change in institutions that serve them;
- G. Serving as a link between the Board of Directors and the people or groups represented;
- H. Serving as a good public relations advocate for the programs, projects and activities of the agency.

ARTICLE XVI

COMMITTEES OF THE BOARD

Section 1 The Board shall appoint an executive or steering committee composed of members of the Board to transact routine and ordinary business between meetings of the full Board. The composition of this committee must fairly reflect the composition of the full Board. The executive committee shall report on the actions it takes between meetings at the next meeting of the full Board.

Section 2 Any decision of the executive committee must be ratified by the full Board at the next full Board meeting.

- Section 3 The Board may establish any committees it considers necessary for carrying on its business. The composition of these committees shall fairly reflect the composition of the full Board.
- Section 4 Simple majorities of any special or standing committee(s) shall constitute a quorum of the committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.
- Section 5 Each member of any committee must be notified in writing of the time, date, and location of such a meeting at least five (5) days before the committee shall meet. The requirement for notice may be waived, however, upon written agreement of all members of the committee that is meetings.

ARTICLE XVII

POLICY ADVISORY COMMITTEES

- Section 1
- A. The Board may establish Policy Advisory Committees (PAC) to carry out requirements of grants as set out by funding sources.
 - B. The size and makeup of the PAC will be determined by the Board of Directors and funding sources.
 - C. The PAC may add members to obtain broader community representation.

ARTICLE XIII

OPERATIONAL PROCEDURES

- Section 1 The KI BOIS Community Action Foundation, Inc. will require or encourage other agencies participating in the Community Action program to observe standards of organization, management, and administration which will assure as far as reasonably possible that all program activities are conducted in a professional manner with the objective of providing assistance effectively, efficiently, and free of any taint of partisan political bias or personal or family favoritism, and comply with all phases of this agency's Affirmative Action Plan.
- Section 2 The KI BOIS Community Action Foundation, Inc. shall establish or adopt rules to carry out all provisions of this section, which shall include rules to assure full staff accountability in matters governed by law, regulations or agency policy.
- Section 3 The KI BOIS Community Action Foundation, Inc. shall provide for public access to information, including but not limited to public hearings at the request of appropriate community groups, and public access to books and records of the

agency or other agencies engaged in program activities or operations involving the use of authority or funds for which it is responsible. All requests must be in compliance with State and Federal Privacy Regulations.

Section 4 The KI BOIS Community Action Foundation, Inc. shall adopt for itself and other agencies, using funds or exercising authority for which it is responsible, the following operational requirements that are to be written and disseminated to all staff;

- A. Procedures designed to establish specific standards governing salaries, salary increases, travel, and per diem allowances and other employee benefits.
- B. Procedures to insure that only persons capable of discharging their duties with competence and integrity are employed and that employees are promoted or advanced under impartial procedures calculated to improve agency performance and effectiveness.
- C. Procedures to guard against personal or financial conflicts of interest.
- D. Procedures to define employee duties of advocacy on behalf of people with low incomes, in an appropriate manner, which will in any case preclude employees from participating, in connection with the performance of their duties, in any form of picketing, protest, or other direct action in violation of the law.

ARTICLE XIX

DELEGATE AGENCIES

Section 1 In choosing the best qualified delegate or subcontracting agencies to conduct any activities duly authorized by the State of Oklahoma, Department of Commerce/Community Development, KI BOIS Community Action Foundation, Inc. may contract with, and transfer funds to any of the following without limitation:

- A. Private non-profit organizations, including churches and church-related organizations.
- B. Other private organizations including business firms.
- C. State Government.
- D. Political Subdivisions that are included in the community served by the Community Action Agency.

E. Other specialized state, regional, or local public agencies, such as welfare departments, public schools, school systems and regional agencies.

Section 2 The KI BOIS Community Action Foundation, Inc. will procure necessary program facilities, goods, and services from the best available supplies.

Section 3 The KI BOIS Community Action Foundation, Inc. shall enforce its delegation agreements and procurement contracts by appropriate means, including:

A. Audit and disallowance of improper cost.

B. Suspension and termination of the contract.

C. Court action to require performance.

D. Court action to recover any funds spent or withheld in violation of a delegation agreement or damages for breach of contract.

ARTICLE XX

REMOVAL OF MEMBERS

Section 1 Any member of the low-income and private section of the Board of Directors who shall be absent without excuse from three consecutive or 40% of the meetings over a one year period shall, at the determination of a majority vote of the entire Board of Directors, stand suspended and shall be so notified forthwith in writing by the Secretary.

Section 2 Public officials or their representatives must be removed from the Board when the public official no longer retains the designated office/position. An individual appointed by a body of public officials shall be removed from the Board upon change in composition of the appointing body. The public sector representative may be re-appointed or a new representative may be appointed by the newly selected/elected public officials(s).