

# JEFFERSON FRANKLIN COMMUNITY ACTION CORPORATION BYLAWS

## ARTICLE I NAME AND PURPOSE

The name of the Corporation shall be Jefferson Franklin Community Action Corporation, herein referred to as JFCAC or the Corporation. JFCAC shall maintain its principal office and all other offices and program sites, in the Missouri counties of Jefferson and Franklin.

The purpose of JFCAC is to advance, elevate, and promote the economical, educational, civic, and social status of the low income people of Jefferson and Franklin counties in the state of Missouri and to eliminate the causes of poverty wherever possible. The mission of Jefferson Franklin Community Action Corporation is to serve individuals and families through partnerships, inspiration, and education in order to strengthen and improve the entire community. JFCAC envisions communities with increased opportunities and an improved quality of life for families living in the crisis of poverty.

## ARTICLE II BOARD OF DIRECTORS

**Section A: Number, Tenure, and Responsibilities** – The Board of Directors shall consist of fifteen members and five alternates appointed for two year terms. Public Representative’s terms may be effective until the appropriate public official(s) names the reappointment or replacement. **The Board must consist of at least 1 member of the following backgrounds: fiscal management or accounting, early childhood education and development and a licensed attorney. In addition, it must also include parents of children who are currently, or were formerly, enrolled in a Head Start Program.** Members of the Board shall reside or be employed in Jefferson or Franklin County, and comprise the following three groups: Public Representatives, Community Representatives and At-Large Representatives.

1. Public Representatives

Five members, to be known as Public Representatives, shall be named as follows: The County Executive of Jefferson County shall name, with the advice and consent of the County Council, three representatives from Jefferson County and the Presiding Commissioner of Franklin County, with the advice and consent of the County Commission, shall name two representatives from Franklin County. If the Public Representatives do not comprise one third of the Board, then the open seats shall remain vacant until the appointing authority fills the vacancy.

2. Community Representatives

Five members, to be known as Community Representatives and five alternates, shall be named by low-income people from organizations who either provide services to the low-income population, or whose membership is comprised of low-income people. These low-income representatives shall be democratically selected from the Jefferson and Franklin County community, and may include a direct democratic election, or an election through a community organization or an advisory/leadership group of low-income individuals. The low-income representatives do not have to be low-income, but they must represent low-income persons.

Two of the Community Representative organizations shall be permanent appointees: JFCAC’s Head Start Policy Council and JFCAC’s Housing Assistance Voucher Program. Representatives and alternates will be elected by members of these two groups.

These five organizations/groups will be requested to appoint one Community Representative and one alternate to the Board. Alternates will also be invited to each Board meeting. In the absence of the organization’s representative at a Board meeting, the alternate will have full voting rights as a regular Board member, and will be counted as a Board member for the meeting.

3. At-Large Representatives

Five members, to be known as At-Large Representatives, shall be selected to represent appropriate organizations or needed areas of expertise. At-Large Representatives will consist of representatives from groups such as business, industry, labor, religion, legal, education, and/or individuals for their areas of expertise. Article VI provides the procedures for selecting the organizations or areas of expertise.

4. Responsibilities

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the JFCAC Board of Directors. The Board of Directors shall have the responsibilities listed below as well as all other powers and responsibilities of a corporation subject to the Missouri Nonprofit Corporation Act.

- a) Identifying the needs of the Community
- b) Establishing the long and short range goals of JFCAC and approving the corporation strategic plans
- c) Determining major personnel and program policies
- d) **Safeguarding of Federal funds**
- e) Approving proposals for financial assistance
- f) Assuring the compliance with the conditions of financial assistance
- g) Employment of a Chief Executive Officer including hiring, evaluating, terminating and setting compensation.
- h) **Adopting practices that assure active, independent, and informed governance of the Head Start Program and fully participating in the development, planning and evaluation of the Head Start Program.**
- i) **Ensuring compliance with Federal laws (including regulations) and applicable State, tribal and local laws and regulations.**
- j) **Ensuring the sharing of accurate and regular information for use by the governing body and the policy council, about program planning, policies, and Head Start agency operations.**

**Section B: Conflict of Interest** – No person may sit on the Board who is an officer or an employee of an organization that has a material personal interest, either direct or indirect, in a transaction involving JFCAC. Board members or their immediate families should not knowingly benefit materially from Jefferson Franklin Community Action Corporation, including employment by the Corporation.

**Section C: Meetings** –The Board of Directors shall meet every ten weeks and at least 6 times annually, one of these meetings will be designated as the annual meeting. The Board of Directors may provide by resolution to hold additional regular or special meetings. Special meetings of the Board may be called by or at the request of the President or any two Directors. The Board shall provide to all its members notice of any meeting and the agenda at least seven days in advance. All meetings of the Board shall be open to the public. Meetings will be scheduled for the convenience of its members and of the general public. The President shall be responsible for convening Board meetings. In his/her absence, the Vice President, Secretary, and then Treasurer in that order shall convene the meeting.

**Section D: Minutes** – Written minutes shall be kept for each meeting include a record of votes on all motions. Minutes of the previous meeting shall be included with the notice and agenda of the next meeting which are provided Board Members in accordance with Section C above. Minutes shall be made available to the public upon request. Copies of minutes shall be submitted to the Missouri Department of Social Services no later than thirty days after the date of the meeting at which those minutes were approved.

**Section E: Removal, Resignation**

1. Executive Committee Removal

In the event any officer or member of the Executive Committee shall fail to attend three consecutive meetings of the Executive Committee, after being duly notified and without acceptable excuse, his/her office or membership on the Executive Committee shall be declared vacant by the President and the vacancy filled as provided by the Bylaws.

2. Public, Community or At-Large Representative Removal

In the event any Public, Community Representative and his/her alternate, or an At-Large Representative fails to attend three consecutive regular meetings of the Board of Directors, after being duly notified and without acceptable excuse, his/her membership on the Board will be declared vacant at the next regular meeting of the Board of Directors unless the representative or alternate attends this meeting. If the alternate for the Community Representative is attending Board meetings in the absence of the Community Representative, a removal of the Community Representative is not required.

3. Acceptable Excuses for Absence

A Director or alternate may be excused from attendance at a regular Board meeting for the following reasons: employment; education classes; illness; and a family member emergency/death. Board members must inform the Board or agency of the reason for absence from a meeting within 10 days after the meeting.

4. Resignation

A Director or alternate may resign at any time by delivering notice, either verbal or written, to the Board of Directors, the President or Secretary, or to the Chief Executive Officer. A resignation is effective when the notice is delivered unless the notice specifies a future effective date.

**Section F: Quorum** – A minimum of 51 percent of the non-vacant seats of the Board of Directors shall constitute a majority. A majority of the Board shall constitute a quorum to transact business at any meeting of the Board of Directors, providing that if less than a majority of the Directors are present at any meetings, a simple majority of those present may adjourn the meeting. The act of the majority of Directors present at a meeting of the Board, at which a quorum is present, shall be the act of the Board. No proxy voting is allowed at meetings of the Board or of its committees. However, a Director or alternate may be counted as present at a meeting of the Board or its committees via technology that allows for two way communication between the Board or its committees and member(s) not physically present.

**Section G: Vacancies** – Vacancies of Public Representative seats will be filled by the appropriate County Commission or County Executive when the Public Representative resigns or is unavailable to serve on the Board. If the County Commission or County Executive chooses not to fill the vacancy, the seat will continue to be reserved for the County Commission or County Executive.

Vacancies of At-Large Representative seats may be filled by the organization or area of expertise previously approved for that seat. If the organization is unable to fill the seat, another organization or area of expertise may be selected. Once a new organization or area of expertise has been selected, it will then select a representative to serve until the next annual meeting. Vacancies of Community Representative seats will be filled by the organization's alternate and may serve until the next annual meeting. All vacancies will be filled as soon as it is reasonably possible.

### ARTICLE III MANAGEMENT, CONTROL, AND COMPENSATION

The management and control of the Corporation shall be vested in its Board of Directors. No employee of JFCAC shall serve on the Board. However, the Chief Executive Officer shall attend meetings of the Board and the Executive Committee unless otherwise directed by the Board or Executive Committee. Directors and officers shall serve without salary or other compensation for their services as such. However, they may receive reimbursement from the Corporation for reasonable and documented expenses incurred in the course of performing services as directors or officers. The Corporation shall not lend money or guarantee the obligations of directors or officers of the Corporation.

### ARTICLE IV OFFICERS

**Section A: Number** – The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. The officers shall be chosen by the Board of Directors. All officers shall perform the duties usually associated with their office and such additional duties as may be provided in the Bylaws or as may be assigned by the Board of Directors.

**Section B: Election and Term** – The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. The officers of the Corporation shall serve for one year. Vacancies may be filled at any meeting of the Board of Directors if the business of filling the vacancy has been included on the written agenda submitted to Board Members (prior to that meeting in accordance with Article II, Section C). Any officer elected may be removed by the Board of Directors for cause by a majority vote at any meeting if the business of removing the officer has been included on the written agenda mailed to Board Members (prior to that meeting in accordance with Article II, Section C).

#### Section C: Responsibilities

1. President

- a) Ensures the effective action of the Board in governing and supporting the organization, and oversees board affairs

- b) Acts as the representative of the Board as a whole, appoints/recommends to the Board committee members and establishes committees that may be appropriate from the membership
  - c) Presides at Board meetings
  - d) Chairs the Executive Committee
  - e) Acts as the liaison between the Chief Executive Officer and the Board
2. Vice-President
- a) Acts as the President in his or her absence
  - b) Assists the President on the above responsibilities
3. Treasurer
- a) Manages the Board's review of, and action related to, the Board's financial responsibilities
  - b) Ensures that appropriate financial reports are made available to the Board
  - c) Chairs the Finance/Audit Committee
4. Secretary
- a) Oversees that Board meeting minutes are duly recorded and retained
  - b) Signs instruments as may be required to carry on the business of the Corporation

## ARTICLE V COMMITTEES

**Section A: Executive Committee** – At the annual meeting of the Board of Directors, the Board shall elect an Executive Committee consisting of the officers of the Corporation and two other members of the Board. Two members of the Executive Committee shall be Community Representatives, two Public Representatives and two At-Large Representatives, if possible. The Executive Committee shall fulfill responsibilities as delegated to it by the Board and may be designated by the Board to have and exercise the authority of the Board in management of the Corporation; except that action taken by the Executive Committee shall not continue in force following the subsequent meeting of the Board unless the Board ratifies the written actions of the Executive Committee. The Executive Committee shall be responsible for overseeing the Chief Executive Officer's evaluation process. Three members of the Executive Committee shall constitute a quorum.

**Section B: Finance/Audit Committee** – The President shall appoint the Finance/Audit Committee at the Annual Meeting. This committee shall be chaired by the Treasurer, and the President shall appoint other members with fiscal experience, if possible. The purpose of the committee is to assist the Board in fulfilling its financial oversight by reviewing the Corporation's audit functions, financial management and financial reporting as well as other investigations regarding financial issues.

**Section C: Planning and Evaluation Committee** – The President shall appoint the Planning and Evaluation Committee at the Annual Meeting. The purpose of the committee is to review the Corporation's needs assessments; assist in developing the Corporation's strategic plan; and review the Community Services Block Grant Community Action Plan. The committee reviews and evaluates outcomes, performance standards, and community engagement plans and activities for the Corporation.

**Section D: Nominating Committee** - The President shall appoint at least three Directors to form the Nominating Committee from the full Board of Directors membership at least two months prior to the Annual Meeting. The Nominating Committee will be responsible to nominate five organizations or areas of expertise for selection by the Board at the annual meeting for the At-Large Representatives (See Article VI, Section A). The Nominating Committee will also nominate the three non-permanent organizations for the remaining three Community Representative Slots. The Nominating Committee will be responsible to nominate a slate of officers at the annual meeting. Other officer nominations may be made from the floor at the annual meeting of the Board.

**Section E: Personnel / Equal Opportunity Committee (PEOC)** – The Board President shall appoint members to the Personnel / Equal Opportunity Committee (PEOC) at the Annual Meeting. The Chief Administrative Officer will work directly with the Chair of this committee and the CEO to plan all agenda items and will attend all meetings as well as the CEO. The purpose of the committee is to assist the Board in fulfilling its personnel oversight. This committee will be responsible for an annual review of the Corporation's Employee handbook, Benefit Package, Employee Exit

Interview Data, Employee Turnover data— all hires/fires/resignations, Salary Tool, Employee Grievances, any major corporation structural changes. In addition, the Chief Administrative Officer and CEO will send out a yearly Employee Satisfaction Survey and the Committee will review the results. This Committee will also be responsible for reviewing and recommending to the Board the corporation’s equal opportunity Policy, and the Policy against Sexual and Other Unlawful or Offensive Harassment in the Workplace. The CEO and Chief Administrative Officer will work with the committee to put in place a plan to address all areas of concerns highlighted in the survey results.

**Section F: ADHOC Committee Appointments/Quorum** – The President may appoint from the membership, any Adhoc committee which may be appropriate. All committee appointments must be approved by a vote of a majority of the Board members at a board meeting. All committees shall reflect the composition of the full Board whenever possible. Fifty percent of the membership of a committee shall constitute a quorum.

**Section G: Meeting Cadence/Minutes** - The Personnel / Equal Opportunity Committee (PEOC) will meet at least quarterly and the Finance Committee of the Board will meet at least two weeks prior to each full Board Meeting. All other Committees will meet as needed. The minutes from each Committee Meeting will be reviewed by the committee chair and posted as a draft on the HUB within 2 weeks. Minutes will be approved at the next committee meeting. Each Committee Chair with staff assistance will be held responsible for reporting on their Committee work during each Full Board Meeting and bringing any items that need Full Board Meeting vote for approval.

## **ARTICLE VI ELECTION PROCEDURE FOR AT-LARGE REPRESENTATIVES**

**Section A: Nominations** – Two months prior to the annual meeting, the President shall appoint a Nominating Committee, which shall submit a list of nominees of organizations or areas of expertise for consideration for representation on the Board at the end of the second year term, or when a vacancy occurs on the Board. These nominees should be agencies, organizations or individuals from areas of expertise in five of the following categories: Business, Industry, Labor, Religion, Legal, Education or other major interest groups and areas of expertise. Organizations will be rotated when there are more organizations willing to serve in a category than there are seats available. In addition to nominations made by the Nominating Committee, nominations of agencies, organizations, or individuals from areas of expertise may be made from the floor at the annual meeting of the Board.

**Section B: Voting** – Each Board Member who is a Public or a Community Representative, shall be entitled to as many votes as there are At-Large Representatives to be elected, but shall not be entitled to vote more than one vote for any one organization or areas of expertise. If there are more nominees than vacancies on the Board, the vacancies shall be filled in order of numbers of votes received by the nominees in each category. When the organizations or area of expertise have been nominated by the Board’s Nominating Committee, these organizations may be asked to name their own representatives to the Board if the Nominating Committee has not recommended a specific individual from the organization or area of expertise.

## **ARTICLE VII PETITIONS FOR REPRESENTATION**

Individuals from Jefferson and/or Franklin County organizations, groups, or areas of expertise who would like to be represented on the Board of Directors may petition for representation by filing a petition with the Board. Within 60 days of the receipt of the petition, the Board shall grant the petitioners an opportunity to present their petition at the next regularly scheduled Board meeting. If the majority of the Board votes to approve the petition, the Board shall make the necessary provisions to fill the next available Board member opening in either the Community or At-Large Representative Groups, whichever is most appropriate, with a member from the approved petition organization, group or individual from an area of expertise.

## **ARTICLE VIII AMENDMENT OF BYLAWS**

JFCAC’s Bylaws shall be reviewed at least annually by a committee selected by the President. These bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any annual meeting of the Board, or any other meeting of the Board where such proposed action was submitted at the previous regular meeting and is included in the call of the meeting as required by Article II Section C. Amendments require a two-thirds vote of the members present, a quorum being present. Whatever procedure is required by Robert’s Rule of Order,

pertaining to further amending the proposed amendment of Bylaws shall apply.

These revised Bylaws were adopted at the Board of Directors Meeting held on the 18<sup>th</sup> day of May, 2016.

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Dr. Julia Hampton, President  
Board of Directors