

Central Missouri Community Action By-Laws

Article I Name

The name of the organization shall be “Central Missouri Community Action.”

Article II Purpose

The purpose of the organization shall be to stimulate better focusing of all available Local, State, Private and Federal Resources with the goal of enabling low-income families low-income individuals of all ages in rural and urban areas, to attain the skills, knowledge, motivation and opportunities needed for them to become self-sufficient including the provision of decent housing that is affordable for low-to-moderate income people. It shall strive to make the entire community more responsive to the needs and interests of the poor by mobilizing resources and bringing about greater sensitivity on the part of other community agencies to their needs.

The organization shall work with the poor, the public sector and the private sector of the community in developing both a long-range strategy and specific short-range plans for using potential resources, including public (Federal, State, and Local) and Private Resources of all kinds, taking into account the areas of greatest community need, the availability of resources, and its own strengths and limitations. It shall establish realistic obtainable objectives expressed in concrete terms, which permit the measurement of results. The organization shall operate programs meeting high-priority needs as an effective vehicle through which the organization can stimulate increased community responses to the needs of the poor.

Article III Powers of the Board of Directors

Section 1 – Directors In-Lieu of Members

The Corporation shall not have members as such; but in lieu thereof, shall have only a Board of Directors, which shall be self-perpetuating in the manner described in Article IV; Section 2.

Section 2 – Powers as a Not-For-Profit Corporation

The Board of Directors (hereinafter referred to as “the Board”) shall exercise, on behalf of the Corporation, all powers granted to such corporations under the statutes of the State of Missouri, as listed in Chapter 355, Section 355.090, Revised. Section 3 – Powers as a Designated Community Action Agency (CAA) and as an Eligible Entity.

Section 3 – Powers as a Designated Community Action Agency (CAA) and as an Eligible Entity

The Board shall exercise, on behalf of the Corporation, all powers granted to the Corporation as a designated CAA under the Economic Opportunity Act of 1964, as amended; and as an Eligible Entity under the Community Services Block Grant Act of 1981, as amended.

Section 4 – General Responsibilities

Board responsibilities include trusteeship, comprehensive accountability to funding sources and the public for programs and services; legal accountability for the assets of the agency; policy determination; approval of programs to be provided; determination of agency goals; assisting staff in promoting positive public and community relations and in developing financial and volunteer resources; and evaluation of overall agency and program results. Board members are additionally responsible for regular attendance at board and committee meetings.

Section 5 – Governance

It is the responsibility of the Board to determine the personnel, fiscal, and operating policies to be followed by the Corporation. It shall be the responsibility of the Executive Director to implement the policies approved by the Board.

Article IV Board of Directors

Section 1 – Ethics

Board members shall conform to the same standards of ethics and behavior as is required of agency staff and volunteers. Board members' activities shall follow the Board of Directors' line of authority.

Section 2 - Composition and Selection of Board Members

The Board of the Corporation shall consist of twenty-one (21) Directors and each county served by CMCA must be represented

In order to have representation from all eight counties, the following shall be required:

- a. One-third of the Directors shall be elected public officials currently holding office. In the event that there are not enough elected public officials reasonably available and willing to serve on the Board, the County Commissioners may appoint a representative to serve on their behalf.
- b. At least one-third of the Directors shall be democratically selected representatives of low-income people. Such representatives need not themselves be low-income.

The selection process used shall ensure that low-income residents throughout the county are informed of and afforded an opportunity to participate.

In addition to the selected county representatives, the Head Start Area Policy Council shall select one representative to the Board. The Head Start Area Policy Council representative must be a current or former Head Start parent.

- c. The remainder of the Directors shall be recruited from among persons that have expertise or experience that may be particularly helpful to the board in setting policy, strategic planning, and other board business. The Board of Directors must include at least one member with fiscal management background and expertise, at least one member who is a licensed attorney familiar with issues that come before the board, and at least one member with early childhood education and development expertise. If individuals with such expertise are not available to serve on the board, non-board members with these qualifications may work directly with the board on these issues instead. Private sector board representatives will be invited to serve according to the best interests of Central Missouri Community Action and the needs of the Board at the time of the nomination.
- d. Directors representing residents of a geographical area (i.e., public official and low-income Directors) must reside in that geographical area. Directors representing private sector organizations and the Head Start Area Policy Council may reside anywhere within the Corporation's service area. Each county for which the Corporation is the designated CAA shall be represented on the Board of Directors.

Section 3 – Terms of Office for Directors

A public official serving on the Board shall serve a term, which coincides with the term of the public office to which the official is elected.

The term of service of low-income and private sector Directors is two (2) years. Said Directors may serve for more than one term but no more than three (3) consecutive terms totaling six (6) years. To serve additional consecutive terms, a Director must have attended 75% of meetings (excluding excused absences) and be an active member of a committee as defined by that committee.

The term of service for these Directors will begin at the next Annual meeting of the Board following selection to the Board.

Section 4 – Removal from the Board

A board member may be removed from the Board of Directors with cause by an affirmative vote of the members of the Board present and voting at any regular meeting. Failure to attend two (2) consecutive regular meetings may be cause for the Board of Directors to declare a member's seat on the Board vacant. Other cause for removal from

the Board may include failure to be an active committee member (as defined by the committee), engaging in activities that are in opposition to the agency's purposes and mission or that undermine the agency's credibility and public image; or unethical behavior related to representation of the agency in a board member capacity.

The President of the Board shall inform the Director in writing that removal is being considered, and state the grounds for removal. The Director will have an opportunity to respond to the President's letter at the regular meeting, at which the Board is to vote on the removal question.

Section 5 – Vacancies on Board

A vacancy occurs when: a) a Director is notified of removal by action of the Board for cause; b) a Director resigns his/her seat; c) a public official Director leaves office; d) the death of a Director.

Vacancies on the Board will be filled as soon as possible by the following methods: a) for vacancies occurring in the low-income of the Board, an election for the seat will be conducted as soon as is practical, but at least by the time of the annual meeting; b) for vacancies occurring in the public official sector of the Board, the Board will ask another public official to serve. c) Vacancies occurring with the private sector representatives, the Board may recruit any individual that meets the criteria outlined in Article IV, Section 2, and item c to join the Board to fill out the term.

A low-income Director selected by the process outlined in (c) above, must represent as much as possible the same constituency as the original Director.

Section 6 – Conflict of Interest

Board members must notify the President of the Board of any conflict or potential conflict of interest that may arise during their term of service. For those issues where a conflict of interest may exist, the board member must abstain from any votes or actions taken by the Board.

Section 7 – Payment of Compensation and Expenses

Directors serve without pay (compensation), but all Directors can be reimbursed for travel to and from Board meetings, committee meetings, and other official business of the corporation are subject to the following conditions: 1) funds are available for said purpose; 2) a travel voucher signed by the Director is presented for payment.

The rate of reimbursement for travel in a private automobile shall be the same as the rate approved for reimbursement of staff travel. In the case of ride sharing only the person providing the vehicle can be reimbursed.

When a Director is required to go outside the Corporation's service area to act in an official capacity, a travel advance may be given, in accordance with the Corporation's travel expense policies.

Other expenses associated with attendance at Board and Board committee meetings that may be reimbursed for low-income persons who are Directors include: 1) meals, when attendance is required during a meal hour, and 2) babysitting expenses for the actual costs incurred for the care of young children during attendance at an official meeting and paid to a person who is not a member of the Director's household, up to a maximum hourly reimbursement equal to the Federal minimum wage.

Article V Officers of the Board

Section 1 - Officers

The officers of the Board are President, Vice-President, Secretary, and Treasurer.

Section 2 – President

The President shall preside at all meetings of the Board and of the Executive Committee. He/She shall appoint committees and make work assignments to prevent duplication of effort and shall assume other duties normally undertaken by the president of a charitable organization.

Section 3 – Vice President

The Vice President shall assist the President and shall act in his/her stead should the President is unable to serve.

Section 4 – Secretary

The Secretary shall keep, or cause to be kept, all official minutes and records of the Board and shall ensure that reports and minutes are sent to Directors in a timely fashion.

Section 5 – Treasurer

The Treasurer shall make, or cause to be made, proper accounting and payments to vendors and staff according to FASB and/or funding guidelines, a detailed monthly financial report of the Board at each regular Board meeting, and an independent annual audit of the charts of accounts.

Article VI Election of Officers

Section 1 – Nomination and Election

A Nominating Committee, consisting of three Directors, shall be appointed by the President at the regular meeting held one month prior to the annual meeting.

The Nominating Committee shall present a slate of nominees, one nominee for each office, at the first regular meeting held after the Annual meeting, at which time officers shall be elected.

The Nominating Committee shall obtain permission from all Directors whose names are to be placed on the slate.

Nominations for any office will be accepted from the floor at the time the election is held. Should more than one Director be nominated for an office, election for the office shall be by secret ballot.

Section 2 – Terms of Office

All officers shall serve a term of one year, and may be re-elected to serve additional terms. Directors may serve in the same office for no more than two (2) consecutive terms.

The terms of office for Board officers shall begin upon adjournment of the regular meeting at which the election to office occurs.

Section 3 – Vacancies

A vacancy in any office may be filled temporarily by the executive committee with approval by the Board at the meeting immediately following.

Article VII Meetings of the Corporation

Section 1 – Regular Meetings, Annual Meeting

The Board shall meet at least six times a year.

Each year at the last regular meeting held prior to the annual meeting, the Board should adopt a schedule of board meetings for the next year. For the purpose of this schedule, the year shall be twelve-month period beginning with the month in which the annual meeting is held. Meeting calendar can be altered by majority vote of the Board of Directors.

The Annual meeting shall be held in January of each year, unless said date is changed by a majority vote of the Board of Directors.

Section 2 – Special Meetings

Special meetings of the Board may be called by the President or upon written request to the President by at least three (3) members of the Board. Notice of any special meetings shall be given at least five (5) days previously thereto by written notice delivered electronically or sent by regular mail to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given electronically, such notice shall be deemed to be delivered when transmitted from the corporate office. Business transacted at special meetings shall be confined to the subjects stated in the call and matters germane thereto.

Section 3 – Quorum

Fifty (50) percent plus one (1) of the current membership (i.e., non-vacant seats) of the Board in attendance at any meeting shall constitute a quorum for that meeting.

Section 4 – Exercise of Privileges

Holding office, voting, introducing motions, and other privileges shall be limited to duly elected members of the Board of Directors. .

Section 5 – Agenda and Notice of Meeting

The agenda and meeting notice for each Board of Directors meeting must be mailed to all Board members by the President or his/her designee at least five (5) days in advance. Any member may submit items to the Board for inclusion in the agenda. All submissions must arrive at the Central Missouri Community Action office in writing at least ten (10) days in advance of the meeting.

Items not properly submitted in advance may be placed on the agenda for the current meeting at that meeting. Any member may submit an item. No discussion of the item will be allowed prior to addition to the agenda. A simple majority of the members present shall be required for inclusion.

If an item is properly submitted and is not included on the following meeting's agenda, the member requesting its inclusion may request a vote of the Board at the meeting to determine if it should be set on the agenda for that meeting. A simple majority is required for inclusion.

Section 6 – Open Meetings

All regular, committee and special meetings of the Board at which routine business is conducted shall be open to the public. The Board may go into an Executive Session at such meetings to consider certain matters as allowed under the State of Missouri's open meetings law.

Electronically connected meetings in which all members can fully participate and interact with all other members are deemed to constitute legal meetings, provided the presence of a quorum. Such meetings must be in conformance with provisions of the Missouri open meetings law.

Section 7 – Manner of Acting

Except as otherwise specified in these By-Laws, matters of business coming before the Board or a committee of the Board at a meeting at which a quorum is present shall be decided by a simple majority of those members present.

Proxy voting by Board members is prohibited at meetings of the Board and its committees.

The quorum requirement is applicable for all official Board and Board committee actions at the time any action is taken: that is, a Board meeting or a committee meeting may not officially take place until the required quorum is present and if at any time during a meeting the quorum is destroyed, no further business may be transacted.

Section 8 – Minutes

Written minutes shall be kept for each Board meeting and committee meeting and shall include the names of those members present and a record of votes on all motions. Minutes of previous Board meetings shall be distributed to all Directors prior to the next Board meeting. Minutes of previous committee meetings shall, likewise, be distributed to all committee members prior to the next committee meeting.

Article VIII Standing and Special Committees

Section 1 – Creation of Committees

The Board may establish standing committees or special committees that will function on an Ad-Hoc basis.

Section 2 – Appointment of Committee Members

The members of standing and special committees shall be appointed by the President of the Board.

Section 3 – Charge of Committees

When a committee is created, or a task is assigned to a committee, it shall elect a chair. The chair of said committee shall be instructed as to: 1) the objectives of the committee and/or duties; 2) any special procedures and/or conditions to be adhered to in the

execution of its task; and, 3) a deadline for reporting back to the full Board. Minutes shall be recorded for all committee meetings.

Section 4 – Composition

To the extent possible, all committees of the Board shall reflect the composition of the Board with at least one-third (1/3) of the members being Directors representing the low-income sector.

Section 5 – Quorum

A quorum of all standing and special committees is fifty (50) percent of the members.

Section 6 – Ex-Officio Committee Members

The Executive Director or his/her designee and the Board President shall serve as ex-officio members of all standing or special committees.

Section 7 – Staff Support for Committees

The Executive Director shall, if requested by the Board, appoint staff member(s) of Central Missouri Community Action to serve as the secretariats for standing and special committees.

Article IX Executive Committee

Section 1 – Composition

The Executive Committee shall consist of six (6) members, those being the officers of the Board and two other Directors chosen to serve at-large. The officers shall select the at-large members of the committee at the first regular Board meeting held after the election of officers. The at-large members shall be selected from the Board sectors so as to achieve the composition requirement set forth at Article VIII, Section 4.

Section 2 – Conduct of Routine Business

The Executive Committee shall transact routine business of the Corporation between meetings of the full Board. The Executive Committee shall report any actions taken at the next meeting of the Board. Electronically connected Executive Committee meetings shall be permitted at the discretion of the President.

If a quorum is not achieved at any regular meeting of the Board, or if, during a regular meeting at which a quorum was initially established, the quorum is destroyed, then the executive committee may convene, provided a quorum of the Executive committee exists, and for as long as that quorum is maintained, conduct the business of the board meeting as specified on the agenda.

The Executive Committee shall review or cause to be reviewed, the by Laws of the Corporation periodically and recommend changes to the Board.

Section 4 – Review of Board Committees

The Executive Committee shall review the standing committees of the Board and recommend any additions or deletions of committees. It shall review and evaluate the performance of the standing committees, as appropriate.

Section 5 – Selection Procedures of Low-Income Directors

The Executive Committee shall review and approve the selection procedures used in each county to select the low-income Directors to the Board of Directors.

Article X County Advisory Boards

Section 1 – Policy toward County Advisory Boards

Each of the counties served by the Corporation may have a county advisory board. It is the policy of the Corporation to encourage the development and maintenance of such a board in each county.

Section 2 – Purpose

The purpose of county advisory boards is to support the purposes of and promote the policies of the Corporation and strive to make the entire local community more responsive to the needs and interests of low-income people by mobilizing resources and bringing about greater sensitivity on the part of the community to their needs.

Section 3 – Duties

The general duties of a county advisory board shall be: 1) to serve as an open forum for low-income people; 2) to annually assess the needs of low-income people in the county and formulate a priority of needs; 3) to develop recommendations to the Board on community action goals and activities for the county anti-poverty program; 4) to evaluate ongoing anti-poverty program activities and report to the Board on the effectiveness of same; 5) to encourage its members to serve on other social and physical planning groups in the community; 6) to encourage low-income people themselves to be active in the

various citizen participation mechanisms open to them, and 7) prepare minutes of all meetings, providing a copy for distribution to the Board of Directors.

Section 4 – By-Laws of County Advisory Boards

County Boards shall adopt by-laws consistent in all respects with criteria established by the Board. All sets of such by-laws and any subsequent amendments thereto shall be submitted to the Board for review and acceptance in advance of being enacted by the County Board.

Section 5 – Board Directors serving on County Advisory Boards

Directors of the Board should also serve on county advisory boards, where present. However, membership on a county advisory board will not be a pre-requisite for membership on the Board. Section 6 – Composition

The composition of the county advisory boards shall reflect the composition of the Board.

Section 7 – Failure of County Advisory Board to Comply

Failure of a county advisory board to comply with any of the above provisions of Article X may result in the suspension by the Board of the right of said county advisory board to exercise the duties and functions of a county board. Such suspension shall remain in effect until such time as the county advisory board is again in compliance with the provisions.

Article XI Columbia Community Housing Development Organization Board of Directors

Section 1 – Creation and Process

An independent community housing development organization board of directors (hereinafter referred to as the “Columbia CHDO Board”) is hereby created and established for the sole purpose of obtaining and spending community housing development organization set-aside funds available to the City of Columbia as a participating jurisdiction in the HOME Block Grant program, consistent with all applicable rules and regulations pertaining thereto. This board of directors will be known as “The Columbia Housing Development Organization Board of Directors.”

Section 2 – Duties

The Columbia CHDO Board is hereby directed to and shall have the sole, exclusive and complete power and authority to apply for, receive and spend CHDO funds from the City of Columbia and make all decisions and perform all acts reasonable and necessary to apply for, receive and spend said CHDO funds, including purchase of land to be titled in the name of the Central Missouri Community Action. The Columbia CHDO Board shall be the sole and

exclusive entity to make all decisions regarding the receipt and expenditure of CHDO funds it receives, and such decisions will be final, binding and absolute.

In the exercise of its authority over CHDO funds, the Columbia CHDO board will in all respects obey and comply with all applicable rules and regulations regarding CHDO funds. This includes, but is not limited to, all federal, state and local laws, statutes, rules, regulations, administrative orders or directives of any type or nature pertaining to said funds.

Section 3 – By Laws

The Columbia CHDO board shall adopt bylaws consistent in all respects with criteria established by the Board of Directors. The by-laws and any subsequent amendments thereto shall be submitted to the Board for review and acceptance in advance of being enacted by the Columbia CHDO board.

Section 4 – Composition

The composition of the Columbia CHDO board shall reflect the composition of the Board of Directors in that the CHDO board shall maintain at least one-third of its membership for residents of low-income neighborhoods, other low-income community residences, or elected representatives of low-income neighborhood organizations.

The Columbia CHDO Board shall have at least three members but no more than six members. The members will be appointed annually by the President of the Board. Members will continue to serve until a replacement is appointed or the member resigns. Columbia CHDO Board Members for the reasons stated in Article IV, Section 5 of the Board By-Laws, using the procedure outlined therein.

Section 5 – Administration

The Columbia CHDO board officers, meeting times, sub-committees and all other matters of administration and structure shall be as set forth by the Columbia CHDO board in its by-laws, which shall not be inconsistent with its membership requirements and its powers and duties and applicable rules and regulations. All such actions and decisions of the Columbia CHDO board will be reported to the Board of Directors in writing at the Board meeting following each action or decision.

Staff support to the Columbia CHDO board will be provided by Central Missouri Community Action staff. Signatory authority for documents and checks shall be consistent with Article XVI of the Board By-Laws. Funds handled by the Columbia CHDO Board shall be audited and reported in the annual audit of the Central Missouri Community Action in accordance with all applicable auditing standards and OMB circulars.

Article XII Equal Opportunity Committee (EOC)

Section 1 – Oversight responsibilities

The EOC shall oversee the implementation of Equal Opportunity Program (EOP)/Affirmative Action Plan (AAP) of the Corporation; and shall provide progress reports to the Board, of the Corporation’s efforts and those of its delegate agencies to implement the EOP and AAP.

Section 2 – Enforcement responsibilities

The EOC shall review the investigations and dispositions of complaints of discrimination handled by the Equal Opportunity Program Officer (EEO).

Section 3 - Annual EO Survey

Through an annual Equal Opportunity (EO) survey, the EEO shall develop recommendations to the EOC for specific actions that will correct any disparate effect(s) found.

Section 4 – Staff Assistance to EOC

In carrying out its responsibilities, the EOC shall receive staff assistance from the EEO.

Section 5 – EEO appointment and reporting

The position of EEO shall be a regular position in the Corporation’s staffing, but may be a part-time position. The EEO will report directly to the EOC or the Board Equal Opportunity matters. The EEO shall not be the Executive Director of the Corporation.

Article XIII Fiscal and Audit Responsibilities

Section 1 – Role of Treasurer

The Treasurer shall oversee the timely completion of these responsibilities.

Section 2 – Accounting system and procedures

The Board shall ensure that the Corporation develops and maintains an accounting system acceptable to its funding sources and auditors, and that the fiscal activities of the Corporation are conducted according to accepted standards of accounting practice and funding source regulations. The Executive Director shall develop, or cause to be developed, and implement detailed fiscal procedures, which shall govern day-to-day fiscal activities.

Section 3 – Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the thirtieth day of September in the following calendar year.

Section 4 – Budgets

The Board shall be responsible for approving administration and program budgets or substantive changes thereto.

Section 5 – Audit

The Board shall review the annual audit with the auditor and assist the Executive Director in preparing the response to the audit findings, if any.

Section 6 – Budget Review

At each regular Board meeting, members shall review budgetary expenditures and approve any necessary budgetary expenses for the following budget period.

Article XIV Planning and Evaluation Responsibilities

Section 1 – Planning Cycle

The Board shall establish the annual planning cycle for the fiscal year.

Section 2 – Review of Proposed Programs

The Board shall have the right to approve and/or review all program proposals for new projects and for re-funding of ongoing projects.

Section 3 – Self-Evaluation Program

The Board shall establish and maintain the Corporation's self-evaluation program.

Article XV Personnel Administration Responsibilities

Section 1 – Personnel Policies

The Board shall approve written personnel policies.

Section 2 – Review of personnel policies

The Board shall review the personnel policies periodically and approve changes thereto.

Section 3 – Implementing procedures

The Board shall, through its Executive Director, implement the approved personnel policies through written procedures developed and distributed by the Executive Director.

Section 4 – Salary Administration, job performance reviews

The Board shall approve changes to the following:

- 1) The Corporation’s wage and salary plan
- 2) Fringe benefits and additions thereto
- 3) The job performance evaluation system

Section 5 – Evaluation of the Executive Director

The Board of Directors shall annually review the performance of the Executive Director through a formal written evaluation process, as determined by the Executive Committee. At the discretion of the Executive Committee, a personnel committee may be appointed to conduct the annual evaluation of the Executive Director.

Section 6 – Executive Director search committee

A search committee shall be appointed whenever the position of Executive Director becomes vacant.

The Committee shall advertise for and screen all prospective candidates for the position of Executive Director. The Committee shall recommend at least three (3) candidates to be interviewed by the Board as a whole. The Board shall make the final selection of the candidate to fill the position, and set the terms of the offer of employment.

Article XVI Authority to Bind the Corporation

Section 1 – Contracts

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2 – Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3 – Checks, Drafts, etc.

All checks, drafts, or other orders for payment of money notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4 – Deposits

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, when it is determined that such action is to the advantage of the Corporation.

Section 5 – Bonding

Any directors, officers, or employees handling money of the Corporation shall be bonded at the Corporation's expense in such amounts as may be determined by the Board of Directors.

Article XVII ***Indemnification of Officers and Directors Against Liabilities and Expenses in Actions***

Each director or officer, or former director or officer, of this Corporation and his/her legal representatives shall be indemnified by this Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him/her or his/her estate in connection with or arising out of any action, suit, or proceeding or claim in which he/she is made a party by reason of his/her being or having been such director or officer, and any person who, at the request of this Corporation, served as director or officer of another corporation, and his/her legal representatives, shall in like manner be indemnified by the Corporation so requesting him/her to serve, provided that in neither case shall the Corporation indemnify such director or officer with respect to any matters as to which he/she shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his/her duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding or

claim asserted against such director or officer (including expenses, counsel fees and cost reasonably incurred in connection therewith), provided the Board of Directors of the Corporation shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of negligence or misconduct but, in taking such action, any director involved shall not be qualified to vote thereon and, if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the members at a duly called special meeting or at a regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matters, the Board of Directors or committee appointed by members as the case may be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or Committee. Any compromise settlement authorized herein shall not be effective until submitted to and approved by a court of competent jurisdiction. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled. No director of the Corporation shall be liable to any other director or officer or other person for any action taken or refused to be taken by him/her as director or officer with respect to any matter within the scope of his/her official duties except as such action or neglect or failure to act shall constitute negligence or misconduct in the performance of his/her duties as director or officer.

Funds provided to the Corporation by any Federal, State or Local Government or agency thereof for the purpose of conducting program activities shall not be used to indemnify officers and directors of this Corporation unless such use is specifically approved by said government(s) or agency (ies) thereof.

Article XVIII Dissolution of Corporation

Section 1 – Distribution of Assets

In the event of dissolution of this Corporation or, if for any reason the purposes of this Corporation should become impossible to perform, all assets remaining after all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provisions made therefore, shall be distributed to one or more organizations organized and operated for similar exempt purposes or for other purposes within the purview of Section 501(c) 3 and which have exemption for federal income tax under Section 501 (c)3 of the 1954 Internal Revenue Code or such section as it may be amended or a corresponding provision of a prior law, or the Federal, State, or Local Government, for a public purpose.

Section 2 – Funding Source Close-Out Procedures

In the event of the dissolution of this Corporation, the regulations and procedures governing this situation, as put forth by the Corporation's funding sources, shall

be followed and exhausted before the implementation of the assets distribution referred to in Section 1 of this Article.

Section 3 – Prohibitions in Disposing of Assets

No assets of the Corporation shall be distributed in dissolution or otherwise to any incorporator, member, donor, officer, or employee.

Article XIX Parliamentary Procedure

Robert's Rules of Order Revised shall be the final authority in matters pertaining to parliamentary procedure for this Corporation unless superseded by these By-Laws.

Article XX By-Laws

Section 1 – Review of the By-Laws

The Executive Committee shall review or cause to be reviewed the By-Laws of the Corporation periodically and recommend changes to the Board.

Section 2 – Amendments to By-Laws

The By-Laws may be amended at a regular meeting of the Board of Directors, previous notice having been submitted in writing to all members five (5) days prior to the Board meeting, with a two-thirds (2/3) vote of the members present necessary for adoption.