

RESOLUTION # _____

**“AMENDED RESOLUTION 180605-34 APPOINTING COMMUNITY ACTION OF
LARAMIE COUNTY BOARD MEMBER”**

BE IT RESOLVED by the governing body of Laramie County, Wyoming, Barbara Ayers, shall be and is hereby appointed a member of the Board of Directors of Community Action of Laramie County to perform the duties of said Board according to law for a three-year term which will expire June 30, 2021.

PRESENTED, READ AND ADOPTED this _____ day of July, 2018.

BOARD OF LARAMIE COUNTY COMMISSIONERS

Chairman

ATTEST:

Debra Lee, Laramie County Clerk

Reviewed and approved as to form:



Laramie County Attorney's Office

OATH OF APPOINTMENT

THE UNDERSIGNED does solemnly swear (or affirm) to honor and sustain the constitution of the United States, the constitution of the State of Wyoming, and to faithfully, honestly and impartially discharge all duties as a member of the Board of Directors of Community Action of Laramie County.

MEMBER OF THE BOARD OF DIRECTORS OF
COMMUNITY ACTION OF LARAMIE COUNTY

Signature

Date

Witness

Date

**FIFTEENTH AMENDED BY LAWS
OF
COMMUNITY ACTION OF LARAMIE COUNTY, INC.**

ARTICLE I – OFFICES

The name of this organization shall be Community Action of Laramie County, Inc., a private nonprofit Corporation, incorporated in the State of Wyoming. The organization is hereinafter referred to as the "Corporation." The Corporation's principal office will be located in the City of Cheyenne, Laramie County, Wyoming. The Corporation may have such other offices within Laramie County, Wyoming, as the Board of Directors may from time to time determine is needed.

ARTICLE II – PURPOSE

Community Action Promise: Community Action changes people's lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community and we are dedicated to helping people help themselves and each other.

ARTICLE III - MEMBERSHIP

1. **Classes of membership and total number:** The membership of this Corporation shall consist of three (3) classes and the total number of members shall be twelve (12). By virtue of their membership each member shall serve as a director of this Corporation.
 - a) No board member shall be an employee of Community Action of Laramie County (including all programs) or an immediate family member (including spouse, child, parent, brother, or sister by blood, adoption, or marriage) of an employee.
 - b) The Executive Director may serve only as a non-voting, ex-officio member of the Board of Directors.
 2. **Public Officials and their representatives:** One third (1/3) of the total membership of the Corporation shall be composed of "public officials" or their designated representatives, including;
 - a) Two (2) members designated by the Cheyenne Mayor / City Council.
 - b) Two (2) members designated as representatives of the Laramie County Board of County Commissioners.
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3. Lay Membership: A maximum of one third (1/3) of the total membership of the Corporation shall be composed of officials or members of business, industry, labor, religious, welfare, education or other major groups and interests in the community.

4. Representatives of the low income sector: Representatives of the low-income sector shall be chosen in accordance with democratic selection procedures adequate to assure that they represent the low-income populace of Laramie County. Representatives of the low income sector need not be low-income themselves. Members of the Corporation who represent the low-income sector shall always constitute a minimum of one third (1/3) of the membership of the Corporation and in no manner may the membership, through its designation as to the annual membership in any way reduce below one third (1/3) the proportion of the membership among those representatives of the low income sector who are selected by the vote of the low-income populace of Laramie County, Wyoming.

In order to qualify to be selected as a representative of the low income sector, such persons shall certify by affidavit on a form prescribed by the Corporation that they are over the age of eighteen (18). In the event that any representative of the low income sector is determined to be not so qualified, such person shall forfeit his/her membership in the Corporation.

One (1) representative of the low income sector shall be selected by the parent/guardian representatives of the Laramie County Head Start Policy Council. The remaining representatives of the low income sector shall be elected in a county wide election by the low income populace of Laramie County, Wyoming. In order to vote in an election of representatives of the low income sector, a voter shall certify on a form prescribed by the Corporation that the voter is over age 18 and that the voter is low income, as established by the poverty guidelines in effect at the time of the election by virtue of the Community Services Block Grant Act of 1974, Public Law 97-35. No sooner than sixty (60) days, nor less than (30) days before any election of representatives of the low income sector, the board of directors of this Corporation shall cause to be published in a newspaper of general circulation in the county, a "notice of election" setting forth the description of the vacancies to be filled, the date that the election shall take place, and the manner in which a person may become a candidate for membership as a representative of the low income sector.

The Board of Directors of the Corporation shall establish a minimum of three (3) polling places within the county, one of which will be open at 8:00a.m., and shall be kept open without any adjournment until 7:00 p.m. the day of the election. Such polling places shall be staffed by responsible persons, who are fully advised of the election procedures of the Corporation. A notice containing the location of the polling places, the date and times for polling, the vacancies to be filled, and the names and addresses of the candidates qualifying for membership shall be published in a newspaper of general circulation in Laramie County, Wyoming on a date no sooner than 15 days and not less than 7 days before the election. The Corporation may initiate such other measures as it deems appropriate to inform the voters with regard to the election to ensure their interest.

On the day of the election, each voter shall be furnished one (1) ballot, prepared by the Corporation, following his or her qualification as herein provided and each voter shall cast his/her ballot before leaving the polling place by placing it in a sealed ballot box. Immediately following the closing polls, the sealed ballot boxes shall be transported from the polling place to the principal office of the Corporation where the ballots shall be tabulated, under the supervision of the "Tabulations Committee" appointed by the Board of Directors. Following the tabulation of the votes, the Tabulation Committee shall issue a statement setting forth the

results of the election, certified by the Chairman of the Tabulation Committee, Chairperson and Secretary of the Corporation.

Such other rules and regulations as may be deemed necessary to insure the conduct of democratic elections may be from time to time promulgated by the Board of Directors of the Corporation.

ARTICLE IV - TENURE OF MEMBERS MID ALTERNATES

1. All members of the CALC Board of Directors shall be appointed or elected and qualified for membership in accordance with these amended By-Laws. A term shall terminate in the third appointed or elected year of service at the annual meeting in July.

2. **Limitation of Board Service**

a) **Public Sector Representatives:** Public officials or their representatives serve at the pleasure of the designating officials; Mayor/City Council - two (2) seats and are appointed to three (3) year terms.

County Commissioners - two (2) seats and are appointed to three (3) year terms. Designated public officials reserve the right to replace their representative at any time, provided that written notice is submitted to the CALC Board of Directors. Such notice shall also properly identify the new representative. Each member may serve up to two (2) consecutive terms. If the member desires to sit on the board again, he or she must wait a period of one (1) term before applying again.

b) **Lay membership:** Each member may serve up to two (2) consecutive terms. If the member desires to sit on the board again, he or she must wait a period of one (1) term before applying again.

c) **Low Income Sector Representatives:** The representative of the Laramie County Head Start Policy Council serves at the pleasure of the designated entity and is elected to a one (1) year term. This seat is appointed annually in October by Head Start Policy Council. At large representatives of the low income sector shall be elected for one three (3) year term at a time. Each member may serve up to two (2) consecutive terms. If the member desires to sit on the board again, he or she must wait a period of one (1) term before applying again.

ARTICLE V - MEETINGS OF CORPORATION MEMBERSHIP

1. **Annual Meeting:** The annual meeting of the members of the Corporation shall be held on the third Thursday of July of each year at a time and place to be specified by the Board of Directors.

2. **Regular Meetings:** Regular meetings shall be conducted on the third Thursday of each month at the Corporation's principal office at 5:15 p.m. unless prior written or oral notice to the contrary is given to the membership.

3. **Special Meetings:** Special meetings of the members may be called by the Chairperson of the Board of Directors, Vice Chairperson, or by a majority of the members of the Corporation, provided that written notice and agenda be issued to all members at least

five (5) days in advance of the meeting date. Special meetings of the members may be called by the Chairperson of the Board of Directors or Vice Chairperson and held by way of electronic voting (phone, email, etc.) All such motions shall be sent to all members of the board. Quorum for electronic voting shall be a majority of the members. A response by a member of the board will constitute presence in person for purpose of a quorum. If enough responses have been received to constitute a majority of the members of the Corporation, the vote will be counted as if it were taken during a regularly scheduled meeting. Any action taken at an electronic meeting will be reviewed at the next regular meeting.

4. Notice of Meetings: Notice shall be given to all members of the Corporation; said notices shall be electronically emailed to members at least five (5) days prior to the meeting and shall include the meeting Agenda and the Board meeting packet. In the case of meetings where there is a scheduled vote on a change in the By-Laws, or a change in the Articles of Incorporation, written notices specifying the change must be given at least five (5) days prior to said meeting.

5. Quorum: A quorum for the transaction of business of the Corporation at any meeting of the membership shall consist of a simple majority of the membership.

6. Voting: Each member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members.

7. Assurance: Is hereby declared that all the Corporations' policies and business decisions shall be conducted in a place available and accessible to the public.

8. Proxy Voting: Every member is entitled to vote at a meeting of the Corporation or may appoint another person to vote or otherwise act for him or her by proxy. Every proxy shall be in writing and shall be signed by the Member or his or her otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of one (1) week from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE VI - BOARD OF DIRECTORS

1. General Powers: The control and management of the affairs of the Corporation and the distribution of its funds shall be vested in the Board of Directors. It is further the duty of the Board of Directors to carry out the Corporation's Purpose to the best of its ability.

2. Board Authority:

- a) The Board of Directors shall establish general policies that are consistent with the Corporation's programs and applicable grants management requirements.
- b) The Board of Directors shall approve annual applications and annual application budgets related to the programs project, including, but not limited to grants, designation applications and other grantor requests regarding the scope of the project. The Board of Directors shall independently discuss, vote on and approve the budget(s) for the grant(s) and the grant applications independently.

- c) The Board of Directors shall appoint the Executive Director of the Corporation, who shall be a paid person, and who shall generally manage all of the business of the Corporation. All other staff members shall be appointed by the Executive Director. The Board of Directors shall perform a performance evaluation of the Executive Director once a year. The evaluation shall be based on parameters pre-determined by the Board of Directors prior to the evaluation. The results of the evaluation shall be documents in the Board meeting minutes. The Board of Directors has the authority to select a new Executive Director and/or terminate the acting Executive Director.
- d) The Board of Directors shall select the services to be provided by the programs, as well as the location and hours of operation of the program.
- e) The Board of Directors shall evaluate each program's annual short-term and long-term programming and financial goals.
- f) The Board of Directors shall participate in long-term strategic planning, including continual review of the Corporation's mission and goals, evaluating patient, client, family, parent satisfaction and monitoring organizational assessment and performance.
- g) The Board of Directors shall hold monthly meetings and maintain records/minutes that verify and document the board's functioning.
- h) The Board of Directors shall approve the annual audit.

2. By virtue of membership: Each member of the Corporation shall in addition serve as a Director of Community Action of Laramie County, Inc. The composition of the Board of Directors of this Corporation shall be in accordance with the same classes and proportions as set forth in the Community Services Block Grant Act, Public Law 97-35, and as established by the sections pertaining to membership, contained in these amended By-Laws.

3. Waiver of Notice: Notice of any meeting by the Board of Directors shall be automatically waived by the attendance of any director not properly notified at a regularly or specially called meeting of the Board of Directors. In addition, directors may in writing waive the notice requirement at their discretion.

4. Quorum: A quorum for the transaction of business at any meeting of the Board of Directors shall consist of a simple majority of the membership.

5. Vacancies: In the event of a vacancy for an un-expired term on the Board of Directors, the entity represented by the Director shall be requested to fill the vacancy. In the event the vacancy is a Director who is a lay member not representing a designated entity the Board of Directors shall appoint a replacement for the balance of the vacated term. In the event the vacancy is a Director who is an elected representative of the low income, the position shall be filled by appointment of an Interim Director, for the balance of the vacated term, solely by the remaining representatives of the low income on the Board of Directors. In the event the organization, entity, agency or group represented by the Director whose offices are vacated shall fail to appoint another member within thirty (30) days following the

vacancy, the Board of Directors may fill that position by appointment and the appointee may serve only until the next annual meeting of the members of the Corporation. All vacancies occurring on the Board of Directors for any reason shall be filled as stated above.

6. Compensation: Pursuant to federal mandates that encourage alleviating poverty related burdens and barriers; although allowances for the low income and reimbursements to all members of the Board for expenses are permitted, regular compensation to all members for their service on the board is not permitted.

7. All committees shall reflect the representative's make-up of the board.

8. All executive sessions will be held in compliance with the Wyoming State Statute § 16-4-405.

9. All meetings, regular and special, shall be conducted according to Roberts Rules of Order.

10. All minutes of official meetings of the Board of Directors shall be considered corporate documents of continuing importance, and shall be retained permanently.

11. Attendance and Removals: A director may be excused from attendance at a regular or special meeting of the Board of Directors by providing advance notice of his or her intended absence to the Executive Director. In the event a Director shall be absent without excuse for three meetings, regular or special, of the Board of Directors throughout the business year of the Corporation, the Director may be removed from the Board by a majority vote of the Board of Directors. A director may be removed from the board by a vote of the Board *with or without cause* by the vote of two thirds (2/3) of the directors then in office.

ARTICLE VII – OFFICERS

1. Number: The officers of the Corporation shall be Chairperson, Vice Chairperson, Secretary, and Treasurer, each of whom shall be elected at the annual meeting of the Corporation by majority vote for one (1) year term of the office. The election of corporate officers shall be placed on the agenda in such a manner that the election of officers shall take place after installation of the elected representatives of the low income and designation of lay members of the Corporation in accordance with Article III, Paragraph 3 of the amended By-Laws.

2. Chairperson: The Chairperson shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, jointly with the Executive Director, make policy decisions and in general supervise and control all of the business affairs of the Corporation. He or she may sign, with the secretary or other proper officials of the Corporation thereunto authorized by the Board of Directors, any and all instruments, required to be signed for the Corporation and shall perform all duties delegated to him or her by the Board of Directors.

3. Vice Chairperson: In the absence of the Chairperson or in the event of his or her death, inability, or refusal to act, the Vice Chairperson shall perform the duties of the Chairperson. The Vice Chairperson may also perform such duties as shall be assigned to him or her from time to time by the Board of Directors or by the Chairperson.

4. Secretary: The Secretary shall keep minutes of the meetings of the membership of the Corporation and meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by laws, be custodian of the corporate records, keep a register of the addresses of the members of the Corporation, attest to the signature of the Chairperson and Vice Chairperson to be signed by said officers on behalf of the Corporation, and perform such other duties as may from time to time be assigned to him or her by the Chairperson or by the Board of Directors. The Board may designate paid members of the staff to serve as Assistant Secretary to perform duties delegated to them by the Secretary.

5. Treasurer: The Treasurer shall have the custody of and be in charge of and responsible for all funds and securities of the Corporation. He or she and his or her delegated assistant shall co-sign all checks with the Executive Director of the Corporation and shall keep a record of all deposits, shall have general responsibility to maintain and audit the corporate books and to meet government requirements needed for the maintenance of financial records of the Corporation. The Board may designate paid members of the staff to serve as Assistant Treasurer to perform duties delegated to them by the Treasurer.

6. Compensation: None of the officers shall receive any payment for services rendered. The Executive Director and Assistant Secretaries and Treasurers are designated by the Board of Directors, are members of the paid staff of the Corporation and shall be paid for services rendered in the capacity in which they are designated as part of the salary for the job they are hired to perform.

ARTICLE VIII – BOARD COMMITTEES

1. Purpose: The purpose of the Board Committees is to articulate the goals and strategic plans of the Corporation. Each Committee focuses on one particular function or issue and serves as a source of specialized expertise and knowledge in a given subject or program. The purpose of the Committees is carried out by dividing the workload of the organization by utilizing the talent and expertise of Board Members. Committees promote active participation of all Board Members and expedite the work of the Board by removing routine tasks from monthly Board consideration. Each Committee shall establish a Board Member to act as Committee Chairperson. The Chairperson shall present reports and recommendations to the Board for action. Committees shall review and update policies as needed.

2. All Committees shall meet monthly. Ad Hoc Committees shall meet monthly, or as deemed necessary by the Chairperson, until functions and responsibilities are clearly defined and less frequent meetings are deemed appropriate. Committees should meet prior to the Corporation's distribution of the monthly Board of Directors meeting packets to ensure the written Committee minutes are included in the Board packet.

3. Participation: Each Board Member shall serve on at least one Committee. Board Officers shall serve on at least two Committees—the Executive Committee and another Committee.

4. Standing Committees: Standing Committees of the Corporation's Board of Directors include the following: Executive Committee, Finance Committee, Head Start Committee, Self-Sufficiency Committee, Kinship Support Services Committee and Crossroads Healthcare Clinic Committee.

5. Ad Hoc Committees: Ad Hoc Committees are formed at the discretion of the Board for a specific task or objective and dissolved after the completion of the task or achievement of the objective. Ad Hoc Committees include but are not limited to the following: By-Laws Committee, Farmers Market Committee and Building Committee.

6. Duties: The duties and responsibilities of each Committee are outlined in the Committee descriptions.

7. Staff Support: The Executive Director shall appoint one senior management staff, normally the Program Director, to sit on each Committee and provide staff support. Support will include preparation of the monthly agenda, mailing materials to Committee members for review, taking meeting notes and preparation of the Committee minutes for presentation to the Board of Directors.

8. Attendance: Regular attendance is essential and is expected in order to promote the business and purpose of the Corporation. In the event a Board Member is absent from a regularly scheduled Committee meeting, it is the responsibility of that Board Member to acquire the meeting materials from program staff so he or she will be apprised of and may contribute to the scheduled business. Should several absences occur and an attendance issue arise, the Board Chairperson shall review whether the Board Member should continue to sit on the Committee and/or the Board of Directors.

ARTICLE IX – CONTRACTS, LOANS, CHECKS, AND DRAFTS

1. Contracts: The Board of Directors may authorize the Chairperson or other officer or agent by resolution to enter into any contract or to borrow money in the name or on the behalf of the Corporation. The Board may also authorize the signing of checks by an appropriate officer(s) and by the Treasurer or other appropriate officer together with the Executive Director, and may also designate the bank or other depository in which funds the Corporation shall from time to time deposit to the credit of the Corporation.

A resolution to the effect designating a depository bank shall be made a part of the official minutes of the Corporation.

ARTICLE X - CONFLICT OF INTEREST

1. All board members are required to declare any conflict of interest and excuse themselves from voting on related issues.
2. No board member shall be an employee of Community Action of Laramie County (including all programs) or an immediate family member (including spouse, child, parent, brother, or sister by blood, adoption, or marriage) of an employee.

ARTICLE XI - AMENDMENTS

1. These By-Laws may be altered or repealed and new By-Laws be adopted by two thirds (2/3) majority of the duly elected, qualified and acting members of the Board of

- Directors at any regular or special meeting of the Board, after notice of said change(s) have been given in writing to all members of the Board of Directors at least five (5) days prior to said meeting.
2. Notice of the adoption of any By-Law amendment shall be mailed by the Secretary to all Members, and must contain full copy of the adopted By-Law amendment.

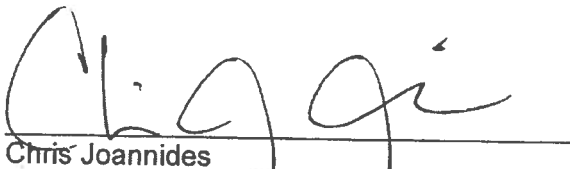
ARTICLE XII- SEAL

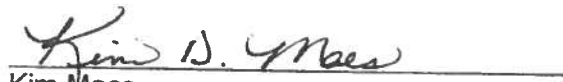
1. There shall be no corporate seal for this Corporation, and all of its writings shall be valid when signed by the Chairperson or other designated officer and attested to the Secretary.

ARTICLE XIII- PROVISIONS REQUIRED BY FEDERAL LAW WHICH ARE AUTOMATICALLY INCLUDED IN THESE BY LAWS

1. If amendments that are required by Federal law to these By-Laws have been inadvertently not included, which are required for the Corporation to act as a Community Action Agency under the Economic Opportunity Act of 1964, as amended by the Community Services Act of 1974, public law 93-644, said provision shall be automatically presumed to have been included in the By-Laws of the Corporation, although not formally adopted as part of these By-Laws.

Date Accepted: 2-17-2017


Chris Joannides
Chairperson, Board of Directors


Kim Maes
Vice Chairperson, Board of Directors