

Community Action Partnership of Staunton, Waynesboro, and Augusta, Inc. (CAPSAW) BYLAWS

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**Community Action Partnership of Staunton, Augusta, and Waynesboro, Inc. (CAPSAW)
BYLAWS**

ARTICLE I: NAME

The name of this Corporation shall be Community Action Partnership of Staunton, Augusta, and Waynesboro, Inc. (hereafter referred to as "CAPSAW")

ARTICLE II: PURPOSES

The Cities of Waynesboro and Staunton and the County of Augusta have final responsibility for developing and ensuring the implementation of Community Services Block Grant (CSBG) programs. The elected bodies of these localities seek input from the region through the CAPSAW Board of Directors.

The purposes for which this Board of Directors is organized are as follows:

- A. The planning, coordination, evaluation, and administration of programs directed toward the elimination of poverty and the enabling of low-income families and individuals of all ages, in rural and urban areas within CAPSAW's designated service areas, as may be determined by the Board of Directors from time to time, so that those families and individuals may attain the skills, knowledge, motivation, and opportunity to become more fully self-sufficient.
- B. The initiation and sponsorship of projects responsive to the needs of low-income residents which are not otherwise being met.
- C. Engagement in the development and implementation of programs and projects designed to serve low-income residents with the maximum feasible participation of residents in those areas to be served.
- D. Seeking the services, assistance, and participation of community groups and leaders to provide employment opportunities and otherwise influence the quantity and quality of services to low-income families and individuals.
- E. The Administration of:
 - 1. Funds and contributions from private or local sources which may be used in support of a Community Action program.
 - 2. Funds under any other Federal or State assistance programs.
- F. The transfer of funds and delegation of powers to other agencies, as authorized by the localities served and according to overall program responsibilities, or to further program objectives.
- G. Collaboration with any public and private organizations and groups to minimize duplication of services and to maximize the resources and opportunities directed toward enabling low-income

residents to gain financial independence, improve their quality of life, and fully participate in our community.

- H. The execution of any necessary actions which are suitable and proper for the accomplishment of any of the purposes or objectives, or in the furtherance of any of the powers set forth, either alone or in association with other corporations, firms, or individuals, and the execution of every act or acts incidental to or growing out of the aforesaid business or powers, or any part or parts thereof, provided, the same not be inconsistent with the law under which this Corporation is organized, or the regulation of other funding sources, where applicable.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Board Composition.

- A. The board shall consist of 15 directors.
- B. The board shall be structured so that:
 - 1. One-third or five (5) of the members are representatives of low-income organizations in CAPSAW’s designated service area. Members in this category serve two (2) year terms. Members in this category may serve no more than two (2) consecutive terms. The jurisdiction of appointment is the jurisdiction in which the appointee resides. The positions in this category are allocated as follows:
 - Augusta County: 2
 - City of Staunton: 2
 - City of Waynesboro: 1
 - 2. One-third or five (5) of the members are representatives of the local government jurisdictions in CAPSAW’s service area. Local government representatives serve at the pleasure of City Council or the Board of Supervisors. The positions in this category are allocated as follows:
 - Augusta County: 2
 - City of Staunton: 2
 - City of Waynesboro: 1
 - 3. One-third or five (5) of the members are representatives of the business community and/or private organizations. Members in this category serve two (2) year terms. Members in this category may serve no more than two (2) consecutive terms. The jurisdiction of appointment is the jurisdiction in which the appointee resides. The positions in this category are allocated as follows:
 - Augusta County: 2
 - City of Staunton: 1
 - City of Waynesboro: 2

Section 2. Term of Office.

- A. Elected public officials or their representatives serve at the pleasure of the respective governmental bodies. Appointments by governmental bodies shall be for two-year terms. Each locality must maintain the appointment of at least one elected official, or their representative, serving as either a local government or community representative. Their terms shall coincide with the rules applicable to their appointment category. Any former member of the Board shall be eligible for service following an absence from the Board for a minimum of one year.
- B. CAPSAW acknowledges that Section 2.2-5403(C) of the Code of Virginia limits any Board member from serving more than 5 years at any one time, or a total of ten (10) years, except for local government representatives, who serve at the pleasure of a City Council or Board of Supervisors.

Section 3: Conflict of Interest.

- A. Any Board member who is employed in an executive position of an organization or serves on the board of an organization contracting to perform a component of the CAPSAW work program, or of any organization otherwise receiving funds from CAPSAW, must both declare their roles in the organization in question and abstain from discussion and voting on any matters relating to that organization.
- B. No employee of CAPSAW may serve on the Board, and no Federal employee may serve on the Board in a capacity which will require him/her to act as an agent of, or attorney for, CAPSAW in the dealings with any other Federal Agency.
- C. No person may serve as a member of the Board who has an immediate family member employed with CAPSAW in an executive position.

Section 4: Removal

- A. Representatives of local governmental jurisdictions may be removed from the Board by their respective governing bodies at any time.
- B. Absence by a Board member representing the low income or the business community and/or private organizations from three consecutive regular meetings without a valid explanation acceptable to the Board is to be considered as a resignation. Absence by a Board member representing local government from three consecutive regular meetings without a valid explanation acceptable to the Board may result in a request for a local government representative whose schedule allows for regular meeting attendance. The secretary shall make the Board member aware of his/her successive absences from consecutive meetings and the Board shall take appropriate action relative to the Board vacancy.
- C. Any Board member may be removed for cause by a two-thirds majority vote of Board of Directors.

Section 5: Vacancies

- A. A Vacancy on the Board is created when a member has been notified of his/her official removal by action of the Board for cause, when a member notifies the Board of his/her resignation in writing, when a member dies, when the member has been removed for excessive absenteeism, when the member's term has expired, or when the designating governmental body removes a governmental body representative.
- B. When the seat of a governmental representative is vacant, the Board shall ask the respective governing body to select another elected governmental representative, or representative, to fill the seat.
- C. The Board shall fill all other vacancies as soon as is reasonably practical by a two-thirds vote of the Board members present at the meeting at which it is held.

Section 6: Selection of Members

- A. Members of the Board shall be selected in a manner that ensures that they speak and act on behalf of the group or organization which they represent.
- B. Local Government Representatives.
 - 1. The Board or Council of the respective local government shall select the governing body's member(s) to serve on the Board.
- C. Low Income and Business and/or Private Organization Representatives.
 - 1. Low income and business and/or private organization representatives shall be nominated by the Nominating/Membership Committee of the Board of Directors. Recommendations from various low income and private organizations for candidates will be solicited by the Nominating/Membership Committee.
 - 2. Candidates to fill seats designated as low income and business and/or private organization shall be presented by the Nominating/Membership Committee for a vote by the full board. Election requires a two-thirds vote by the board members present at the meeting at which the election is held.
- D. Low-Income Representatives
 - 1. Each candidate for a seat as a Low-Income Representative shall demonstrate sufficient democratic support for his/her candidacy by submission of a letter of support from the nominating group **and** copies of the ballots used to select the candidate, or minutes from the meeting in which the candidate was appointed. CAPSAW shall provide candidates the required ballot and a letter of support template.
 - 2. Low-Income Representatives must be democratically elected by organizations or groups that are primarily made up (at least 51%) of low-income members. Low Income is defined as eligible for CAPSAW Community Services Block program funded services based on the most recently released federal poverty lines.

ARTICLE IV: OFFICERS OF THE BOARD OF DIRECTORS AND THE CORPORATION

Section 1. The Board of Directors shall have a Chair, a Vice Chair, a Secretary, and a Treasurer. It may have such other officers as the Board of Directors shall from designate as needed. All such officers shall be elected by the Board of Directors at the meeting designated for this purpose. Officers shall hold office for two-year terms and serve a maximum of two consecutive terms.

Section 2. Chair

The Chair shall preside at all meetings of the Board of Directors and shall perform such other duties as are required.

Section 3. Vice Chair

The Vice Chair shall have such duties as determined by the Chair.

Section 4. Secretary

The Secretary shall keep detailed minutes of all meetings and shall perform such duties as are required by the Board of Directors.

Section 5. Treasurer

The Treasurer shall be responsible for the oversight of expenditures and financial reports to be presented to the Board of Directors. Custody of monies and securities of the Corporation shall be deposited by the fiscal agent, which is the City of Waynesboro. Records and receipts shall be kept by the fiscal agent and made available to the Board of Directors and the Treasurer upon request.

Section 6. Compensation of Members

No member or officer shall receive any salary compensation for services.

ARTICLE V: POWERS OF THE BOARD

Section 1 The Board of Directors shall set policy for CAPSAW, elect officers, create committees, elect its successors, and perform all the acts necessary to carry out its duties.

The Board of Directors shall have the power to enter into legally binding agreements with any Federal, State, or local agency, or any private organization for the purpose of running programs or providing services.

Section 2 Authority to Enter into Contracts

No individual director, employee, or independent contractor shall be authorized to enter into a contract on behalf of CAPSAW without the approval of the Board by a two-thirds vote of the board members present at the meeting in which contracts are reviewed.

Whenever CAPSAW chooses to place the responsibility for planning, conducting, or evaluating a Component of its work program with another organization, it shall formalize the relationship with that organization in a contract and such contract shall be approved by the Board of Directors by a two-thirds vote of the board members present at the meeting in which it is reviewed.

Section 3 The Board shall have the power to:

- A. Appoint and remove the CAPSAW Director.
- B. Determine major personnel, organization, fiscal and program policies.
- C. Determine overall program plans and priorities for CAPSAW, including provisions for evaluating progress against performance.
- D. Make final approval of all programs and budgets.
- E. Enforce compliance with all conditions of grants.
- F. Select the officers and the executive committee of the Board of Directors.
- G. Assure that no person will, on the grounds of race, color, political or religious affiliation, marital status, creed or national origin, sex, or age, be excluded from participation in, be denied the benefits of, or otherwise be subjected to discrimination under any program or activity of CAPSAW.
- H. Approve the purchase or sale of real property and delegate such authority to a committee of the Board.
- I. No loans or contracts of indebtedness shall be entered into on behalf of CAPSAW unless authorized by a resolution of the Board of Directors.

ARTICLE VI:
SCHEDULE, NOTICE OF MEETINGS, AND MINUTES

Section 1 Meetings

The Board shall meet on a regular basis. The meeting shall be scheduled for the convenience of the Board members and of the general public as determined by the Board. If at any time the Board is not able to hold a regularly scheduled meeting due to a public emergency, nothing in these by-laws shall preclude the Board from holding a meeting by electronic means pursuant to Virginia Code § 2.2-3708.2(A)(3).

Section 2 Special Meetings

Special meetings of the Board of Directors may be called by the Chair and shall be called upon the request of one-third of the members of the Board.

The Board of Directors shall hold an Annual Meeting. This meeting shall include the presentation of a slate of officers for vote in accordance with Article IV, Section 1 herein.

Section 3 Notice of Meetings

The Board shall provide in writing to all of its members notice of and the agenda and necessary information for all meetings at least four business days in advance of the meeting to which the information pertains.

Section 4 Minutes

The Board shall keep written minutes of each meeting which include a record of votes on all motions.

Section 5 Transaction of Business

- A. Majority Vote. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless otherwise specifically required by law or these Bylaws.
- B. Voting on any question, or in any election, may be by show of hands or voice, unless the presiding officer shall order that voting be by written, secret ballot.
- C. Voting by proxy shall not be permitted at meetings of the Board of Directors or its committees.

Section 6 Quorum

The quorum for a meeting of the Board of Directors shall be more than half of the presently serving members of the board.

ARTICLE VII: COMMITTEES

Section 1 The Board of Directors may create standing and special committees. Standing Committees shall include:

- A. The Executive Committee; and
- B. The Nominating / Membership Committee.

Each Committee should be comprised so that each of the three classifications of Board of Directors set forth in Article III herein are represented to fairly reflect the composition of the full board.

Section 2 Executive Committee

The Board of Directors shall establish an Executive Committee to transact routine and ordinary business between meetings of the full Board of Directors. The composition of this committee shall be the Officers. The Executive Committee shall have the power to act on behalf of the Board of Directors at such times as the Board of Directors is not in session. The Executive Committee shall report on the actions it takes between meetings at the next meeting of the full board.

Section 3 Nominating / Membership Committee

The Chair of the Board of Directors shall appoint the Chair and members of the Nominating/ Membership Committee. The Nominating / Membership Committee shall identify, assess, and recommend persons for seats on the Board of Directors, and shall nominate members for any other standing committees of the Board of Directors. The composition of the Nominating / Membership Committee shall fairly reflect the composition of the full Board of Directors, as set forth in Article III herein.

Section 4 Committees, General.

The Board of Directors, by the vote of two-thirds of the members may establish any committee it considers necessary for carrying on its business. The composition of these committees shall fairly reflect the composition of the full Board of Directors. Any chairperson and members of these committees shall be appointed by the Chair of the Board.

Section 5 Special Committees

The Chair may appoint special committees for any purpose. They shall be dissolved upon completion of the purpose for which they were appointed, and no later than the date set forth in their appointment.

ARTICLE VIII: PETITION PROCEDURE ON THE BOARD

A. Representation on the Board by Petition

Community agencies and representative groups of low-income persons that feel they are not adequately represented may file a petition for membership. The petition should be addressed to the CAPSAW Board of Directors and should include a written statement of approval by the governing body of that group. If the request for membership is approved by two-thirds of the board members present at the meeting at which it presented, that group would be invited to fill the next vacancy in the low-income representative or business/private organizations seats.

B. A member of the Board of Directors selected by the petition process will have the same voting rights as other members of the Board.

C. A vacancy occurring in the petitioned seat will be filled according to Article III, Section 5.

ARTICLE IX: INDEMNIFICATION

Section 1 Indemnification Against Liability

CAPSAW shall, to the extent permitted by Virginia law, indemnify and hold harmless each person who shall serve at any time as the director or officer of the Corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of having been a director or officer of CAPSAW, or by reason of any action or omission in his or her capacity as director or officer, and shall reimburse each such person for all legal and other expenses incurred by him or her in connection with any such claims and liabilities.

However, no such person shall be indemnified or reimbursed for any expenses incurred in connection with any claim or liability arising out of his or her own bad faith or willful misconduct, in connection with a proceeding by or in right of the corporation in which he or she is adjudged liable to the corporation, or in connection with any other proceeding charging improper personal benefit to him

or her, whether or not involving action in his or her official capacity, in which he or she is adjudged liable on the basis that personal benefit was improperly received by him or her.

ARTICLE X: VOLUNTARY DISSOLUTION

Section 1 Voluntary dissolution procedures shall be initiated as follows:

- A. The Board of Directors shall, after due notice, be assembled for the purpose of deciding whether dissolution procedures shall be initiated. Dissolution of CAPSAW shall require approval in accordance with subsection B at two separate meetings. There shall be present at such meetings at least two-thirds of the membership of the Board of Directors.
- B. At such meetings, the Board of Directors shall, by two-thirds majority vote of those present, determine whether to dissolve CAPSAW. If the decision to dissolve is made, funding sources, if any, shall be notified immediately.
- C. Thereafter, the Board shall proceed in accordance with the requirements of the Internal Revenue Code and the Code of Virginia with respect to distribution of properties held by CAPSAW and in accordance with funding source requirements.

ARTICLE XI: AMENDMENTS

These Bylaws may be amended at any regular meeting or special meeting of the Board when a quorum is present, provided the proposed amendment was presented at a previous meeting and all Board members have been provided the proposed amendment in writing at least twenty (20) days in advance of the final action. Amendments to these Bylaws shall require a two-thirds vote of the members present.

Approved November 2009

- Amended December 2010
- Amended January 2012
- Amended January 2013
- Amended February 2014
- Amended March 2016
- Amended May 2017
- Amended December 2018
- Amended February 2021