

ARTICLE I
NAME, LOCATION, POWERS, PURPOSE

Section I. **NAME AND LOCATION**

The name of the private non-profit Corporation is “Community Action Commission to Help the Economy, Inc.” to be known as CACHE. The primary geographical area for which CACHE is responsible is Sullivan County. However, CACHE may conduct its business in the State of New York or any municipality where the Board of Directors deems appropriate and where the Certificate of Incorporation empowers the Corporation to do such business.

Section II. **POWERS**

The Corporation shall have and enjoy all powers conferred upon the Corporation organized under the provisions of the laws of the State of New York and may adopt a common seal.

Section III. **PURPOSE**

The purpose of this Agency shall be to address emergency needs of households/individuals and to promote self-sufficiency among these households/individuals by utilizing a strength-based concept which focuses on empowerment through accessing resources within the family structure and the community. In addition, to establish and operate residential and non-residential programs for victims of domestic violence and to operate a day care center. In order to accomplish this purpose, the Agency shall endeavor:

1. To significantly and meaningfully involve low-income individuals and families in developing and carrying out anti-poverty programs.
2. To serve as a catalyst in mobilizing public and private resources in support of anti-poverty program
3. To coordinate with efforts throughout the County so as to avoid duplication, Improve delivery of services, and relate programs to one another.
4. To plan and evaluate both long-term and short-range strategies for reducing poverty in the County.
5. To give access to the poor on matters of public policy and programs. To promote institutional improvements and desirable changes in social policy and programs which effect their status.
6. To encourage administrative reform and to protect individuals or groups against arbitrary actions.
7. To conduct or delegate to other agencies program operations financed through available funds.
8. To inform the community at large of the needs, interests and aspirations of the poor of the service area.
9. To develop research and evaluation procedures for all programs
10. The agency shall operate in accordance with all federal, state and local laws

ARTICLE II
MEMBERSHIP COMPOSITION: BOARD OF DIRECTORS

Section I. **MEMBERSHIP**

The membership of the Corporation shall be the members of the Board of Directors.

Section II. **POWERS OF THE BOARD OF DIRECTORS**

The duly elected members of the Board of Directors shall constitute the governing body

of this Corporation. The powers and responsibilities of this Board include, without being limited to, the following:

1. Determination of the appointment, tenure, and removal of the Executive Director.
2. Determination, subject to funding regulations, of personnel, fiscal and program policies.
3. Determination of all program plans and priorities.
4. Final approval of all program proposals and budgets.
5. Enforcement of compliance with all conditions of all grants.
6. Screening, evaluating, approving or rejecting all proposals submitted to them for funding.
7. Determination of corporate governance policies and procedures for the Board of Directors subject to federal, state, and laws.
8. Receipt of reports and recommendations of the Fiscal Officer.
9. Conduction of elections for the officers of the Board of Directors.
10. Establishment of standing committees and approval of their membership.
11. Enter into contracts and agreements with, and receive monies from, any and all public and private sources for the furtherance of the anti-poverty programs in Sullivan County.
12. Form an Ad Hoc Advisory Committee whose term and size shall be determined by the specific problem for which the committee was formed to address.

Section III. COMPOSITION OF DIRECTORS

1. The Board of Directors shall consist of nine (9) members. Under no circumstances shall Board consist of less than 9 or more than 12 members.
2. The Board of Directors reserves its exclusive authority to select or remove its own members through the conditions contained herein.
3. All prospective Board Members must be approved by a majority of the Board of Directors

at a regular meeting.

4. Tripartite Board:

(A) One third (1/3) of the members of the Board are elected public officials, holding office on the date of selection, or their representatives, except that if the number of such elected public officials reasonably available and willing to serve on the Board is less than 1/3 of the membership of the Board, membership on the Board of appointive public officials or their representatives may be counted in meeting such 1/3 requirement.

(B) Not fewer than 1/3 of the members are persons chosen in accordance with democratic selection procedures adequate to assure that these members are representative of low-income individuals and families in the areas served and each representative of low-income individuals and families selected to represent specific areas within a community resides in the areas represented by the member.

(C) The remainder of the members of the Board are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interests in the community served.

5. The composition of the Board will attempt to reflect a fair geographic and demographic representation of the area served.

6. All Board Members must reside in the CACHE service area.

Section IV. SELECTION OF PUBLIC OFFICIALS

Through the Board Development Committee, the Board of Directors shall seek and invite elected public officials to serve on the Board that best reflect the needs of the corporation.

Elected public officials may be chosen from any level of government whose political jurisdiction represents the service area of the corporation. Should an elected public official choose a representative to serve on their behalf, the representative shall become the seated member to the Board of Directors.

In the event an elected public official should leave office, the representative may (or may not) complete their full term on the Board of Directors.

Section V. SELECTION OF REPRESENTATIVES OF LOW-INCOME

Representatives of the low-income shall be selected in accordance with federal regulations applicable at the time of appointment and pursuant to Article II, Section VII, herein.

The Board of Directors shall seek and invite individuals to serve as low-income representatives.

Through the Board Development Committee, the Board shall utilize and document procedures in which all low-income representatives have been selected by a democratic selection process that reflects direct and maximum feasible participation of low-income individuals or families in that selection process. Representatives need not be low-income themselves. Representatives must reside in the CACHE service area. The Board shall select candidates that best reflect the needs of the corporation.

Section VI. SELECTION OF PRIVATE GROUPS

Representatives of private groups shall be selected in accordance with Federal regulations applicable at the time of the appointment and pursuant to Article II, Section VII, herein.

Through recommendation of the Board Development Committee, the Board of Directors shall seek and invite major groups and interests in the area served to serve on the Board of Directors. Tho

selected groups or organizations may submit the name of a member or official of their group or organization for consideration by the Board of Directors for membership on the Board of Directors. The Board shall select candidates that best reflect the needs of the corporation.

Section VII. PETITION FOR REPRESENTATION

Any low-income individual, community organization, religious organization, representative of low-income individuals that considers its organization, or low-income individuals to be inadequately represented on the CACHE Board of Directors may petition the Board of Directors for adequate representation.

The following procedure will be used:

The petitioning individual or group shall present written notification of petition to the Secretary of the CACHE Board of Directors. The notification shall fully disclose the identity of the individual or organization, the reason for desiring representation, justification for representation on the Board of Directors and the relief they seek.

The Board of Directors shall acknowledge receipt of the petition at its next regularly scheduled meeting and address it as "New Business" on that meeting's agenda. The Board shall be responsible for providing a timely response to the petition.

The Board of Directors may not offer relief which will put it in conflict with federal statute or CACHE bylaws.

Section VIII. TERM

Representatives in all sectors shall be elected for a term of 3 years and may succeed themselves for additional terms as approved by a majority of the Board of Directors.

- Approve operating policies and procedures for all programs.

Section IX. VACANCIES

A vacancy shall occur when a member resigns, dies, abandons their seat or is removed, pursuant to section X of these bylaws.

Resignations, written or verbal, shall be acknowledged and accepted, by resolution, at the next regularly scheduled Board meeting.

A seat shall be considered vacant when a member dies, or has missed three (3) consecutive regular meetings of the Board without notice and appropriate acceptable excuses for absences. Vacant seats shall be acknowledged and declared vacant at the next regularly scheduled Board meeting. All vacancies shall be filled as soon as possible.

In the event that the office of Chairperson becomes vacant, the Vice-Chairperson shall assume this office until the expiration of said term. In the event that the office of Vice-Chairperson, Secretary, or Treasurer becomes vacant, the Board Development Committee shall submit names of candidates for such vacancy to the Board at the next meeting, and elections shall be held.

Section X. CONDUCT AND REMOVAL OF MEMBERS

As fiduciaries of CACHE, Inc., the Board of Directors shall hold the interests of the corporation above their own. Members shall annually review and sign their Statement of Commitment. This statement includes but is not limited to the following:

1. Confidentiality

All CACHE Board Members shall exercise the utmost discretion in regard to all matters of confidential business and records. Any information, which has been received by a Board Member on a confidential basis such as when meeting in Executive Session, must be maintained in confidence. Any Board Member who breaches confidentiality shall be subject to disciplinary action or removal, as set forth herein.

2. Fiduciary Duties

(A) Duty of Obedience

Board members shall comply with the laws and regulations that govern the organization actions including: federal, state, and local laws; CACHE, Inc. Bylaws and Certificate of Incorporation; and contractual obligations.

(B) Duty of Care

Board members shall display a degree of competence and care expected to avoid reasonable foreseeable harm. Each should exercise the care that a reasonable person would exercise in a like position under similar circumstances.

(C) Loyalty

Board members shall be faithful and give their full allegiance and support to the mission, board, office, and organization and shall avoid conflicts of interest.

3. Removal

A member may be removed with or without cause by the Board of Directors.

Grounds for removal for cause shall include, but shall not be limited to:

- (a) Acting in bad faith; or
- (b) Jeopardizing the funding programs or reputation of the agency; or
- (c) A conflict of interest as defined in Article II, Section XI, herein; or
- (d) Frequently behaving in a manner disruptive to the orderly proceedings of the Board; or
- (e) A violation of Article III, Section I (public statements), herein; or
- (f) A breach of confidentiality.
- (g) Failure to abide by "Annual Statement of Commitment."

When a member is accused of acting in violation of Section X (a-g) above, the member may be subject to removal.

A vote of at least two-thirds (2/3) of Board members present at a meeting or special meeting is required to begin the process to unseat a current member. A special meeting may be called upon reasonable notice. The reason(s) shall be stated for the record. Any removal proceedings must be conducted

in Executive Session.

A member shall be allowed to present evidence in their defense at the meeting called for the purpose of removal before any final action is taken.

Section XI. CONFLICT OF INTEREST AND NEPOTISM

All future vacancies on the Board will be subject to the following: No person may sit on the Board who is an officer or employee of an organization contracting to perform a component of the CACHE work program. Public Officials will not be in conflict if the CACHE agency contracts with his/her jurisdiction to perform a component of work.

Board Members and their immediate family members shall not be employed by CACHE, Inc., and shall not receive compensation for services rendered to CACHE, Inc. Board member's immediate family members shall not hold a seat on the Board.

Board member's immediate family as defined by the CACHE, Inc. Personnel Policies.

Section XII. INDEMNIFICATION

It is expressly provided that any and every person, his/her estate, administrator or executor made a party to any action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor on the basis of the fact that he/she is or was a director, officer, or member of any advisory council acting for or on behalf of the Corporation at the direction, and request of the Corporation, or of any Corporation which he/she served as such at the request of this Corporation, shall be indemnified by the Corporation to the full extent permitted by law, against any and all reasonable expenses, including attorneys fees, actually and necessarily incurred by him/her in connection with the defense of such action or in connection with any appeal therefrom except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer or director has acted in bad faith.

It is further expressly provided that any and every person, his/her executor or administrator, made party to any action, suit or proceeding other than the one by or in the right of the Corporation to procure judgment in its favor, whether civil or criminal, including an action by or in the right of any other Corporation of any type or kind, domestic or foreign, which any director, or officer, acting for or on behalf of the Corporation at the direction and request of the Corporation, or of any Corporation which he/she served as such at the request of this Corporation, shall be indemnified by the Corporation, to the full extent permitted by law against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the Corporation or proceedings, in addition had no reasonable cause to believe that his/her conduct was unlawful.

ARTICLE III
OFFICERS AND THEIR RESPONSIBILITIES

Officers shall be elected by the Board at its Annual Meeting and shall hold office for a term of one year. The Chairperson shall appoint a Nominating Committee to propose a slate of officers for election at the Annual Meeting. No person may hold more than one (1) office at a time. Officers of the Board shall be Chairperson, Vice-Chairperson, Secretary and Treasurer.

Section I. **CHAIRPERSON**

The CHAIRPERSON shall preside at all meetings of the Board and shall be the official head of this Corporation.

The CHAIRPERSON is mandated to appoint Board Members to standing committees, with the approval of the Board.

The Board CHAIRPERSON or his/her designee shall solely issue public statements on behalf of the Board of Directors. Any violation of this section will result in disciplinary action.

Section II. VICE-CHAIRPERSON

The VICE-CHAIRPERSON shall assist the CHAIRPERSON in the performance of his/her duties and substitute for him/her during his/her absence.

Section III. SECRETARY

The SECRETARY shall be the custodian of all official records and correspondence and assure that an adequate record of activities is kept.

Section IV. TREASURER

The TREASURER shall be the custodian of the Corporation funds and shall assure that funds are handled in accordance with grantor agency requirements and prudent fiscal administration, and shall chair the standing Finance Committee. The TREASURER shall participate in and cooperate with the accountants conducting the agency's annual audit.

ARTICLE IV
MEETINGS

Section I. ISSUES OF CONCERN

All issues of concern received from Board Members or members of the community (regarding Personnel, Financial, etc.) shall be referred to the appropriate committee. The committee will review, investigate and render a determination or recommendation to the Board.

Section II. MEETING FREQUENCY

The Board shall meet a minimum of six (6) times per year and committees shall meet as is necessary to accomplish the work of the Board. The March meeting shall be the Annual Meeting, but for good cause, a meeting may be held at a regular meeting, subsequent thereto.

Section III. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chairperson or must be called upon the request of three (3) or more of the current Board Membership. Notification shall be sent to all Board Members at least twenty-four (24) hours prior to the set time of the specially called meeting.

Section IV. QUORUM

At any meeting of the Board, to include Committee and Ad Hoc Committee meetings, fifty-one (51) of the current total membership shall constitute a quorum. In the absence of a quorum of the total Board and if one member is needed to make a quorum, the Chairperson or highest ranking member then present may telephone a Board member. Upon satisfying his or herself that the person on the phone is the Board member called, the Board may put such member on an electronic device (such as a speaker phone) which allows Board members to hear the Board member on the phone and which allows the member on the phone to hear the rest of the Board. At that time the Board shall have a quorum and business may be conducted as usual. In the absence of a quorum of the total Board, a quorum of three (3) members may act on the emergency matters deemed as such by the Board Chairperson or Vice-Chairperson in the Chair's absence. Each member shall have one (1) vote, and there shall be no allowance for proxy/alternate voting.

Section V. TIME AND PLACE

All meetings of the Board must be held at a time and place, which are reasonably, convenient to all members, especially those representing low-income.

Section VI. AGENDA FORMAT

The order of business at meetings of the Board of Directors shall be:

CALL TO ORDER
ROLL CALL
COMMUNITY CONCERNS
COMMUNICATIONS RECEIVED
MINUTES OF THE LAST MEETING

PRESENTATION OF THE FINANCIAL REPORT
COMMITTEE REPORTS
EXECUTIVE DIRECTOR'S REPORT
OLD BUSINESS
NEW BUSINESS
OTHER
ADJOURNMENT

The order of business may be changed at any meeting by a majority vote of the members present. Robert's Rules of Order (Poor House Press, 1982 or later edition) shall govern the conduct of all meetings.

The Agenda, minutes of previous Board meeting, and all other relevant material shall be mailed at such time reasonably calculated to arrive prior to the meeting of the Board.

ARTICLE V

COMMITTEES

Section I EXECUTIVE / FINANCE COMMITTEE

The Executive / Finance Committee shall be a standing committee consisting of the four (4) officers and three other members of the Board. The Executive / Finance Committee shall act for the Board between meetings of the Board.

The Executive / Finance Committee shall work with the Executive Director to develop and review financial plans of the Corporation, and shall be responsible for the development and periodic review of prudent fiscal policies and shall present recommendations to the Board. The Executive / Finance Committee shall meet prior to each Board meeting.

Section II. BOARD DEVELOPMENT / PLANNING COMMITTEE

The Board Development / Planning Committee shall be a standing committee of three (3) members appointed by the Board with the approval of the Board.

The committee shall: Recruit and nominate new Board members; present a slate of officers, monitor Board compliance issues; monitor and review bylaws and propose changes and revisions; develop Board training plans and new member orientations.

The Board Development / Planning Committee shall work with the Executive Director to develop a review program and shall present recommendations to the Board.

Section III. PERSONNEL COMMITTEE

The Personnel Committee shall be a standing committee consisting of at least three (3) members of the Board appointed by the Chairperson with the approval of the Board. The Personnel Committee shall be responsible for the development of prudent personnel practices and shall periodically review Personnel Policies making appropriate recommendations to the Board. The Personnel Committee shall recommend candidates for the position of Executive and Assistant Directors. The Committee shall work with the Executive Director in the administration of the Personnel Policies as defined in the Personnel Policies Manual.

Section IV. OTHER COMMITTEES

There shall be such other committees as the Board may authorize the Chairperson to appoint. Committees may be comprised of non Board members. Said appointees are subject to Board approval.

Section V. MEMBERS

Every Board Member shall be appointed to at least one (1) standing committee.

Section VI. CHAIRPERSON'S COMMITTEE ROLE

The Board Chairperson shall be an ex officio of all committees and shall count in determining committee quorum, but shall only vote in order to break a tie.

Section VII. IMMEDIATE PAST CHAIRPERSON

The immediate past Chairperson of the Board, if still a Board member, shall be a supernumerary member of the Executive / Finance, Board Development / Planning, and Personnel Committees, with all rights of said committee and/or their members.

ARTICLE VI
AMENDMENTS

These By-Laws may be amended at the next regularly scheduled Board meeting or a special meeting called for the purpose of amending the By-Laws. Two-thirds (2/3) of the Board members must be present at regular or special meetings.

ARTICLE VII
DISSOLUTION

In the event of dissolution of this Corporation, any assets of the Corporation remaining shall be distributed to an organization which has qualified under Section 501, Subdivision (2) Paragraph (3) in the Internal Revenue Code of 1954 as amended, except as some other disposition of the assets is provided for in the terms or special conditions of funding agencies. Dissolution procedure shall be in accordance with New York State Law as modified by the terms and special conditions of funding agencies.

Adopted: March 15, 2005
Effective: March 16, 2005