

*Community Action of Southern Indiana, Inc.*

201 East 15<sup>th</sup> Street  
Jeffersonville, Indiana 47130  
(812) 288-6451

C.A.S.I.



BOARD OF DIRECTORS

**BY-LAWS**

*In compliance with state and federal laws, Community Action of Southern Indiana will not discriminate on the basis of race, color, national origin, age, sex, veteran's status, sexual orientation, marital status or disability or other legally protected status*

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Revised 12/13/2022

*Board By-Laws*

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## ARTICLE I - NAME AND DESCRIPTION

**SECTION 1** Community Acton of Southern Indiana, Inc. hereinafter known as C.A.S.I. or as the Agency, has been established as joint agency for the counties of Clark, Floyd and Harrison of Indiana.

## ARTICLE II - PURPOSE AND FUNCTION

**SECTION 1 MISSION STATEMENT: To support and empower families and communities striving to reach self-sufficiency.**

It shall be the general purpose and function of C.A.S.I. to plan and coordinate programs designed to combat problems of poverty and seek the elimination of conditions of poverty as they affect the inhabitants of Clark, Floyd, and Harrison counties of Indiana.

This general purpose and function shall encompass the following specific purpose and functions:

1. To collect and analyze data on the incidence and nature of poverty in the tri-county area, identify sub-areas and groups where problems of poverty are concentrated, define major problems that require community action, and clarify objectives.
2. To analyze existing public and private agencies and services concerned with the problems of poverty and to determine strategy and methods of fuller mobilization of public and private resources for support of community action efforts.
3. To ensure the participation of area residents in the development and implementation of plans and programs affecting their counties or neighborhoods.
4. To foster action planning for specific community services and programs and plan with local governments and other public, private, and voluntary agencies or groups for mobilization of required financial funds which may be available for such programs and for strengthening basic community services.
5. To evaluate action, plan proposals, and foster cooperation among appropriate function agencies, public and private, for implementation of specific action programs recommended and approved as components of a community action program.
6. To serve as principal public agency of counties of Clark, Floyd, and Harrison of Indiana for the solicitation of and contracting for federal funds available under the Community Services Block Grant Act of 1998.
7. To provide safe and affordable housing for low and moderate income families.

## ARTICLE III - BOARD OF DIRECTORS

**SECTION 1 - Powers and Duties** The Agency shall administer its programs through a Board of Directors, herein referred to as the “Board,” which shall have such powers and duties as are specified by rules and regulations of the Department of Health and Human Services, Office of Community Services of the United States Government and including but not limited to the following.

1. To participate jointly and to concur formally in the selection of the Executive Director of the Agency.
2. To oversee the extent and the quality of the participation of the poor in the programs of the Agency.
3. To determine rules and procedures for the Board.
4. To select the officers and the Executive Committee of the Board.
5. To acquire and dispose of real and [personal] property on behalf of C.A.S.I.
6. To deliberate the following matters:
  - a. Determination of major personnel, organizations, fiscal and program policies.
  - b. Determination of overall program plans and priorities;
  - c. Approval of all program proposals and budgets;
  - d. Approval of evaluation and assessment studies and reports; and
  - e. Approval of all arrangements for delegating the planning, conducting, or evaluating a component of the work program
7. To supervise the administration and enforcement of all Department of Health and Human Services, Office of Community Services, policies and standards and of all programs, administrative and financial policies adopted by the Board.
8. To participate in the development and implementation of all programs and projects designed to serve the poor and low-income areas and members of groups served, so as to best stimulate and take full advantage of capabilities for self-advancement and assure those programs and projects are otherwise meaningful to and widely utilized by their intended beneficiaries.
9. To organize itself in such a fashion that residents of the areas concerned will be enabled to influence the character of programs affecting their interests and enabled to regularly participate in the planning and implementation of those programs.
10. To operate as a continuing and effective mechanism for securing broad community involvement in the programs assisted under the Community Services Block Grant Act.
11. Assist in establishing effective procedures and arrangements to enable residents concerned to influence the character of programs affecting their interests, to provide for their regular participation in the implementation of those programs, and to provide for

technical and other support needed to enable low-income neighborhood groups to secure on their own behalf available assistance from public and private sources.

12. To assist in developing methods for evaluating the community action program which provides adequate opportunity for low-income residents to obtain information and communication with public and private officials on programs and policies proposed for adoption.

**SECTION 2 - Selecting and Establishing Priorities** - The Board shall have the task of assessing community action priorities. A variety of means may be employed toward the collection of data necessary for the setting of priorities and, if financially feasible, the Board may contract with specialists to collect the information relevant to this task. The Board shall have the responsibility of selecting and establishing community action priorities.

An important component of the Agency's system for implementing programs and delivering services will be development of strong neighborhood corporations. It will be the Board's responsibility to develop guidelines; **(1) to ensure the proper functioning of the Area councils in accordance with Board policies, (2) to ensure an optimum level of citizen participation and (3) to ensure fiscal and program responsibility.**

**SECTION 3 - Operating Budget** The Board will oversee development of the operating budget subject to the approval of the Department of Health and Human Services, Office of Community Services, which may include funds for collecting information, for setting priorities, and staff to monitor the special programs.

**SECTION 4 - Board Composition / Allocation of Board Membership** The Board shall consist of at least fifteen (15) and no more than fifty-one (51) members and shall be composed of the following: **(1) One-third (1/3) of the members of the Board are public officials including the chief elected officials of the cities of Charlestown (1), Jeffersonville (1), New Albany (1), or his/her representative: A County Commissioner or a representative from Clark (1), Floyd (1), and Harrison County (1) and must reside outside the town of Corydon, and the city of Charlestown, Jeffersonville or New Albany. (2) At least one-third (1/3) of the members are persons chosen in accordance with the democratic selection procedures adequate to assure that they are representatives of the poor; and (3) The remainder of the members are officials or members of business, industry, labor, religious, private welfare, private education, significant minority groups and other major private groups and interests located in counties of Clark, Floyd, and Harrison.**

The composition of the Board may be increased or decreased by amending this section. However the percentage allocation of representatives of public officials and poor/ low income sectors may not change.

**SECTION 5 - Residency and Term of Service Limitations** Each member may be elected or appointed to an initial term of three (3) consecutive years and may be re-elected or appointed for a second (2<sup>nd</sup>) and a third (3<sup>rd</sup>) term of an additional three (3) years each, but no more than a total of nine (9) years, except for public officials under *Article II, Sections 6*.

Each Board member shall hold office until the termination date specified on their Certification of Appointment, unless terminated earlier by resignation, removal from office, or death. The terms of office of the following Board Members shall expire on the dates listed next to the Board members "Certification of Appointment".

**SECTION 6 - Public Official Members** There shall be at least six (6) public official members, but not more than one-third (1/3) public official members of the total members of the Board, whichever is larger, specifically consisting of the Mayor of the City of Charlestown, Jeffersonville, New Albany, three (3) members of the County Commissioners of Clark (1), Floyd (1) and Harrison (1) counties or those public officials designated representative.

Each of the public official members may designate a named representative to serve on the Board in his/her place or in his/her absence during such official's tenure of public office. Such representative need not be a public official himself as long as such representative is entitled to speak and act for the public officials whom he/she represents in connection with Board business. Such named representative shall be designated in writing to the Chairperson of the Board.

If the public official is serving as a member of the C.A.S.I. Board in the public sector that member's term shall be until he/she is no longer serving in that officially elected office. If one or more of the specifically designated public officials does not wish to be appointed to the Board, nor wishes to name a representative to serve in the public officials place, then any other public official from either Clark, Floyd, or Harrison county may be appointed in order to achieve the one-third (1/3) composition requirement.

**SECTION 7 - Representatives of the Poor**

A least one-third of the members are persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of the poor in the area served by CASI (*see CASI democratic selection process pg.21*). They need not be poor themselves, but the selection procedure shall be conducted in a manner that will assure that they represent the poor. The number of representatives of the poor may be in excess of the one-third of the total Board

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*Revised 12/13/2022*

membership as long as the requirements concerning other Board Membership ratios and total numbers are met. Representatives of the poor shall be elected from various neighborhoods or target areas of the service area. Procedures for the democratic selections procedures shall be developed by the Board and every effort shall be made to provide residents and eligible clients the opportunity to fully participate in the selection procedures.

The term of office for such members shall commence the fourth (4<sup>th</sup>) Wednesday in the month following the month in which the member is elected and shall continue for the term designated by the electing Board not to exceed three (3) years, unless sooner terminated by resignation, removal, death or other cause. The Board shall specify to the selecting entity the term of office for which each such representative of the poor member is selected prior to such selection with the aim of having approximately one-third (1/3) of such members expire at staggered intervals of each year. The process by which the Agency shall administer elections for representatives of the poor is outlined in *Article IX, Section 1*.

- A. **Who is Eligible to seek appointment to C.A.S.I. Board?** - Any resident who is eighteen (18) years or older and who lives or works within the stipulated area or county according to the C.A.S.I. target map areas
- B. **Who is Eligible to Serve on the C.A.S.I. Board?** - (1) Any individual who meets the above requirements is a resident or works in the areas, and has been duly elected by his/her constituents or appointed by an organization representing the poor or low-income. (2) By-laws *Article III, Section 6*- Each member of the Board selected to represent a city, and county or area must reside or work in the area represented. No person selected under *Clause (2) or (3) of Section 5*, as a member of the Board shall serve on the Board for more than three (3) Consecutive years or more than a total of nine (9) years. Each Board member shall hold office until the termination date specified on their Certification of Appointment, unless sooner terminated by resignation or removal from office or death.
- C. **Who is Eligible to Vote for Board Candidates?** - Any resident who lives or works within the area stipulated by the C.A.S.I. target area maps and who is eighteen (18) years or older
- D. **Role of C.A.S.I. Staff Regarding the Election Process.** - (1) Facilitate the function of Election Committee in all areas throughout Clark, Floyd, and Harrison. (2) See that all area community organizations, churches, etc are notified of C.A.S.I. elections. (3) Assure that the public is notified through existing media. (4) Monitor the election process on Election Day. (5) C.A.S.I. staff shall not pass out flyers of any kind on **Election Day**, which may influence a voter's choice.



- E. Special cases may arise in any area in which there are conflicts regarding C.A.S.I. election time, cut-off dates and date of C.A.S.I. election. The C.A.S.I. Nominating and Membership committee shall determine the seriousness of the matter and make recommendations to the Board to resolve any such conflicts.
- F. **Vacancies for all Sector** - Any vacancies created in any income sector will be filled through action of the Board of Directors with input from the Board Development Committee until such time as the slot can be filled through the election process; or, by petitioning the organization represented by that seat.

**SECTION 8 - Private Sector Members** - Other members of the Board shall be referred to as at-large or private sector members and shall be elected by the Board by 1 April of each year. They shall be selected from business, industry, labor, religious, private welfare, private education, significant minority groups, and other private groups interested in the community. Private sector members will not be more than one-third (1/3) of total Board membership.

The Board's Development Committee shall draw up a list of at least six (6) organizations and groups from each of the categories required to be represented and invite them to recommend a representative, who shall be considered for nomination for a seat on the Board representing the private or at-large sector.

Upon a written recommendation by an organization, the Board's Development Committee shall refer the recommendation to the full Board membership for review.

Once written recommendations have been received from solicited organizations, the Board's Development Committee shall forward to the Board a list of interested organizations for the Board's approval. The Board shall have final approval authority regarding the appointments of any new Board member to any vacant seat of the private sector.

A private sector member shall be approved to a term that begins the fourth (4<sup>th</sup>) Wednesday of the month following the appointment unless otherwise specified by the Board.

The selection process of such members from the private sector shall ensure that there is an equitable representation of the various groups and interests within the community on the Board.

When any at-large member has completed there (3) consecutive years of service, the organization which he/she represents may, at the option of the Board, be dropped from the list of eligible organizations for a minimum of one year, to provide for a rotation of the opportunity to serve on the board among other private groups and agencies in the community.

If any significant minority group or the poor should be adequately represented on the Board, then the selection of as many of the at-large memberships as necessary to provide for

such minority groups and the poor, provided however that no more than two (2) memberships on the Board allocated to at-large members may be reallocated for this purpose.

In the event of vacancies arising on the Board by reason of resignation, death or other termination of office of an at-large member elected by the Board, the Board may fill such vacancy at any regular or special meeting or may refuse or fail to do so and leave such membership vacant until the following 1 April at which time such vacancy shall be filled in the manner herein above set forth. Vacancies for all sectors shall be filled within ninety (90) days.

**SECTION 9 - Appeals Procedures / Petition for Representation** - Any private agency or group, or representative group of the poor, or significant minority group as defined under Sections 7 and 8 above which feels itself inadequately represented on the Board may petition the Board for adequate representation thereon. The procedure for consideration and action with respect to any such petition shall be as follows:

1. The petitioning agency or group shall file, at the office of the C.A.S.I. Board, a petition which shall set forth the names and addresses of the agency or group and such additional information with respect thereto as may be appropriate to sufficiently describe and identify the petitioners (such as approximate membership, geographical area, general interest of members, etc.) The petition shall state briefly the reason(s) why the petitioner believes its members are inadequately represented on the Board. Such petition shall be signed by not less than fifty percent (50%) of the membership of the petitioning agency or group, or fifty (50) persons, whichever is smaller.
2. The petition shall be scheduled for an open hearing by the Board not later than the second (2<sup>nd</sup>) regular meeting of the Board following the date of filing of such a petition. The petitioning group or agency shall be given not less than fifteen (15) days written notice of the date of such hearing, by certified mail addressed to the petitioning agency or group at the address specified in the petition.
3. At the hearing, representatives of the petitioning agency or group shall be provided ample opportunity to present its case for more adequate representation. If it appears that the Board requests additional information or if the petitioner desires to submit additional information, the Board shall provide the petitioner with a reasonable period of time within which to submit it in writing.
4. The Board shall consider the petition, the presentation at the hearing and any additional information submitted and shall decide whether the petitioning agency or group is entitled to the representation petitioned for and shall promptly cause a written statement to be provided to the petitioning agency. Whenever a petitioning group or agency is afforded representation pursuant to this procedure, the Board shall consider whether such

representation required the adjustment or realignment of Board membership so as to maintain proper representation of public officials and the poor under the provisions of these by-laws and shall take appropriate action with respect thereto. Such action shall be reflected in the written statement aforesaid.

**SECTION 10 - Compensation** - No Board member shall be entitled to, or shall receive, any compensation for attendance at meetings of the Board or for other services rendered to the Community Action of Southern Indiana Inc, as Board members or members of a committee of the Board provided, however, that the Board may authorize the reimbursement to any Board member of expenses necessarily incurred by him/her in the performance of his/her duties as a Board member.

**SECTION 11 - Quorum and Voting** - To constitute a quorum for any meetings of the Board, there must be present at least 50% of the board members present. Once a quorum is present, the Board may proceed with the business of the Board. Each Board member, at the time any vote or action of the Board is taken upon any matter, shall be entitled to cast one vote with respect thereto. Any action taken by the majority of the Board present and voting shall be binding on the Board unless otherwise expressly provided herein. Proxy voting shall not be allowed.

**SECTION 12 - Members Conflict of Interest**

A. **Definitions:** For purpose of this Section:

1. A "conflict of interest" exists between C.A.S.I. Board of Directors and a member with respect to a contract, transaction, or other matter if the contract, transaction, or other matter is between the C.A.S.I. Board of Directors and
  - (a) The member,
  - (b) Any corporation, partnership, firm, association, or other entity in which the member is an officer, employee or director receiving compensation other than per diem or expenses, or
  - (c) Any corporation, partnership, firm, association, or other entity in which the member is financially interested.
2. A member is "financially interested" in a corporation, partnership, firm, association, or other entity if:
  - (a) The member or a spouse or unemancipated child of the member owns any legal or beneficial interest in the corporation, partnership, firm, association, or other entity,

whether equity or debt, with a fair market value of greater than five thousand dollars (\$5,000), or

- (b) The member or a spouse or emancipated child of the member would directly benefit financially from a contract, transaction, or other matter between C.A.S.I. Board of Directors and the corporation, partnership, firm, association or other entity, or
- (c) The member knows that any of the following family members of a member receives compensation other than per diem or expensed as an officer, director, partner, or other principal of the corporation, partnership, firm, association, or other entity or is an employee of C.A.S.I. (i) spouse, (ii) parent, (iii) child, (iv) sibling, (v) grandparent, (vi) grandchild, (vii) sibling of a spouse, or (viii) spouse of any person listed in sections (ii) through (vii); provided, however, that a member is not financially interested if the legal or beneficial interest described in subsection A. above: (i) consists of securities publicly traded on a national or regional securities exchange and the member's ownership interest does not exceed five percent (5%) of those securities outstanding, or (ii) is a time or demand deposit in a financial institution or insurance policy.

- B. **Disclosure of Conflict of Interest: Disqualification** - A member shall promptly disclose any actual or potential conflict of interest the member may have with respect to any contract, transaction, or other matter to be considered by the C.A.S.I. Board of Directors, the executive committee, or any other committee of the Board of Directors or any officer of the C.A.S.I. Board of Directors, the Chairperson, and any committee considering the matter. The member shall disclose the actual or potential conflict of interest as soon as it is discovered. In any event, such an actual or potential conflict shall be included and briefly noted on the agenda for a public meeting, including the matter at issue. A member with a conflict of interest shall not participate in any vote on, or discussion or review of, the matter other than to disclose the conflict of interest, and the member shall leave the room when the matter is brought up for discussion or other consideration. No final action shall be taken on a matter if an actual conflict exists that was not included on the published agenda for a meeting, unless such action is approved by three-fourths (3/4) of those members present.

- C. **Prohibited Transactions** - If an actual conflict of interest exists in connection with a contract, transaction, or other matter before the C.A.S.I. Board of Directors and the member subject to that conflict nonetheless knowingly and significantly participates in C.A.S.I. Board of Directors discussions relating to that contract, determination of specific standards for performance of the contract development of Invitations for Bid or Requests for Proposal, or similar activities relating to the contract, the contract shall not be awarded to the member or any other entity that gave rise to the conflict of interest.
- D. **Annual Disclosure** - Upon becoming a member and thereafter at the first meeting of the C.A.S.I. Board of Directors each fiscal year, each member shall file with the secretary of the Board of Directors a written statement of disclosure of economic interests of the member and the member's spouse including: (1) positions of employment, (2) positions as member, director, officer or agent of or for any corporation, partnership, firm association, or other entity for which compensation other than per diem or expenses is received; (3) corporations, partnerships, firms, associations, or other entities in which the member is financially interested; (4) for each entity listed under item (1), (2) or (3) a listing of any benefits or services that such entity has provided to the C.A.S.I. Board of Directors for any of its programs for a fee or any benefits or services that the C.A.S.I. Board of Directors has provided to such entity for a fee, within the last five (5) fiscal years; and (5) such additional information as the C.A.S.I. Board of Directors may provide a form to be used in making these statements. All statements filed with the secretary shall be available for inspection by any person during regular business hours as the Board of Directors administrative offices. The secretary shall provide copies of all such statements to the President of the Indiana Department of Human Services.

**SECTION 13 - Removal from Membership** - Any member of the Board other than of the public sector may be removed from membership for willful misconduct. Removal must be supported by two-thirds (2/3) vote of a meeting at which a quorum is present. Written notice must be given to any such member of the nature of the misconduct and of the date of the meeting of the Board at which a motion for removal will be made.

Any member of the Board who, without just cause, is absent from three (3) consecutive regularly scheduled meetings, the Board may vote to recommend to the public officials, appointing that member of private or low income group appointing that member that he/she be replaced.

Definition of excused or unexcused:

Excused - Member must call staff liaison person to report absence

Unexcused - Member does not call and report absence to staff liaison

Should need arise for removal of any Board member(s) for willful misconduct, all such proceedings shall take place in Executive Session. A public official member must receive a timely warning prior to actual removal and be reminded of his/her right to appoint a representative to serve in his/her behalf.

Board Development committee must be promptly informed of a vacancy. If a member who is removed is the appointed representative of public official, the official shall be afforded an opportunity to appoint another representative.

Any member of the Board who ceases to live or work in the districts he/she represents or ceases to be a member of the group or private community organization which he/she represents on the Board, or any public official who ceases to hold the office which entitles him to sit on the Board, shall no longer be a member of the Board provided, however, that the representative of a public official may serve until a successor is appointed by such public official's successor in office.

Representatives of poor/low income sector are replaced according to **Article III, Section 8, and F**. The Board Development Committee will monitor vacancies (**Article VI, Section 2 and C**).

#### ARTICLE IV - MEETINGS

**SECTION 1 - Regular Meetings** - Regular meetings shall be held monthly at such time and dates and place to be determined by the Board. Regular meetings shall be held at the principle offices of C.A.S.I. or at other such places within Clark, Floyd, or Harrison County as shall be designated in the notice of the meeting, provided that all such meetings are held in a place and at a time convenient to the poor and the representatives of the poor.

**SECTION 2 - Annual Meeting** - An annual meeting shall be held the fourth (4<sup>th</sup>) Wednesday of April, location to be decided by the Board, for the purpose of: (1) Presentation of annual reports to the Board on the activities of the agency and financial condition of the agency, (2) election of officers.

**SECTION 3 - Special Meetings** - Special meetings of the Board may be held at any time upon the call of the Chairperson or Vice Chairperson or any seven (7) members of the Board.

**SECTION 4 - Notice of Meetings** - It shall be the duty of the Secretary to cause notice of each regular and special meeting to be given to all members of the Board by sending notice thereof at least five (5) days for regular meeting and four (4) days for special meetings before the holding of

such meeting. The notice shall include an agenda of all known matters, which are to be presented at the meeting.

**SECTION 5 - Meetings Open to Public** - All regular and special meetings shall be open to the general public. At meetings where matters not required by law to be discussed in session are taken up, such matters may be taken up in closed session upon a majority vote of the Board present and voting. The public shall be notified monthly in the local newspaper of each county.

**SECTION 6 - Procedures** - The parliamentary procedures of all meetings of this Board shall be conducted in accordance with Robert's Rules of Order, Revised.

**SECTION 7 - Secret Ballot** - Secret ballots will be used in voting on all motions to (1) remove a Board member for cause, (2) recommendation to hire or fire an Executive Director of the Agency, and (3) elect any officer of this agency.

**SECTION 8 - Agenda and Notice** - An agenda of each special called meeting of the Board shall accompany the notice of that meeting and shall be sent to all Board members. No meeting, be it regularly scheduled or special call, may address the issues of (1) removal of a member of the Board for cause, (2) the election of officer(s) of the Board, (3) the amendment or revision of these By-Laws or (4) recommendation for the hiring or firing of the Executive Director of this Agency unless such items appear on an agenda circulated pursuant to the requirements of the Article.

## ARTICLE V - OFFICERS OF THE BOARD OF DIRECTORS

**SECTION 1 - Officers** - The Officers of this Board shall be Chairperson, Vice Chairperson, Secretary, and Treasurer. Members of the Board shall duly elect all officers of the Board. No person shall be elected to more than one office of the Board during the same term. All such officers shall be elected annually by the Board and installed at the annual meeting of the Board. Officers shall hold office until the next annual meeting or until their respective successor shall have been duly elected. Any officer may be removed for cause or misconduct. Any regular or special meeting for which notice of such contemplated action has been given **(Article IV, Section 3)**.

Officers shall live in the counties served by the agency (Clark, Floyd, Harrison). An officer may live outside our service area but work in one of the counties served. There shall be no more than

three (3) persons on the board living outside our three (3) counties on the board at one time. These members should work or serve in a capacity that supports a need of the agency.

**SECTION 2 - Chairperson** - The Chairperson shall be the principal representative of the Agency. The Chairperson shall preside at all meetings of the Board. The Chairperson shall, in general, perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Board from time to time. The Chairperson and the Executive Director shall sign all contracts. The Chairperson may sign/countersign checks for the corporation.

**SECTION 3 - Vice Chairperson** - The Vice-Chairperson shall perform all duties of the Chairperson of the Board in the absence of that officer and may perform such other duties as may be assigned by the Board. The Vice-Chairperson shall also sever as the Chairperson-Elect in an effort to afford stability to the Board in which case the Vice-Chairperson will automatically assume the role of Chairperson at the next annual meeting with approval of the Board.

**SECTION 4 - Secretary** - The Secretary shall (1) keep, or have kept, the minutes of the Board and see that copies are made available to members, (2) see that all notices are duly given in accordance with the provisions of these By-Laws and as required by law, (3) be custodian of the official minutes, By-Laws, and related records of the Board and (4) perform other such related duties as may be assigned by the Board.

**SECTION 5 - Treasurer** - The Treasurer shall (1) be a member of and Chairperson of the Finance and Facilities Committees, (2) make regular reports on the financial condition of the Agency to the Board, (3) delegate and assign those duties ordinarily associated with the office of Treasurer to the Fiscal Agent for the Agency and (4) perform such other related duties as may be assigned by the Board. The Treasurer may sign/countersign checks for the corporation.

**SECTION 6 - Vacancies in Offices** - The Board may fill any vacancy in any office of the Board because of death, resignation or other cause for the unexpired portion of the term. In the event of vacancy in the office of Chairperson, the Vice-Chairperson shall become acting Chairperson until the Board elects a new Chairperson. Vacancies must be filled within ninety (90) days.

**SECTION 7 - Election of Officers** - All officers of the Board shall be elected and installed at the annual meeting of the Board. Each such officer shall serve for a period of one (1) year and may succeed in office if re-elected by the Board. Voting shall be by secret ballot. (*Article IV, Section 7*).



## ARTICLE VI - COMMITTEES OF THE BOARD

**SECTION 1 - Executive Committee** - There shall be an Executive Committee fairly representative of the Board in terms of representative of Public Officials, the poor, and groups of interest in the community. It shall consist of the officers of the Board (Chairperson, Vice-Chairperson, Secretary, and Treasurer), in addition three (3) members of the Board, appointed by the Board Chairperson with the approval of the Board. One of the three (3) appointees will be appointed from among the public official members, one (1) from among the at-large members, and one (1) from the Board members representing the poor. The Executive Director may attend committee meetings, but shall not vote. Fifty percent (50%) of the Executive committee must be present to have a quorum for transacting business and a majority of those present and voting may take action for the committee.

The out-going Board Chairperson of each year may serve as ad hoc member of the task force for the following year.

The duties of the Executive Committee shall be to act for the Board between meetings of the Board, and to assist the Executive Director of the Agency in determining matters, which need the attention of the full Board. **All actions of the Executive Committee shall be ratified or rescinded at the next meeting of the Board.**

**SECTION 2 - Committee** - There shall be four (4) standing committee, in addition to the Executive Committee, with names and duties as hereafter set forth:

- (a) **Finance and Facilities Committee** - There shall be a Finance and Facilities Committee composed of up to six (6) members. The Treasurer shall be Chairperson of the Committee by reason of his/her office. Its duties shall be (1) to exercise general oversight over the receipt and expenditure of all Agency funds, budgets, accounts, inventories and audits, (2) to recommend to the Board general policies about fiscal and accounting practices, (3) to study the budgets of all grant proposals and certify to the Board that they are reasonable, necessary and adequate, and (4) to review monthly expenditures in all program accounts and a call to the attention of the Board any significant under or over expenditures and the reasons thereof.
- (b) **Personnel and Equal Opportunity Committee** - The Personnel and Equal Opportunity Committee shall be composed of up to six (6) members of the Board and or two ex-officio members who shall be active in the field of human rights locally and statewide. This Committee shall assist in the development of an Affirmative Action Plan and its implementation.

- (c) **Board Development Committee** - This committee shall consist of up to six (6) members. The committee shall monitor the attendance of the Board officers and Board members shall monitor whether vacancies have occurred and advise the Board regularly of steps needed to keep the Board at its full complement of members. The committee shall solicit membership from the private sector when vacancies occur. The Committee shall also draw up a slate of nominees for the various offices of the Board and present it at the February meeting. It will be responsible for the training of new Board members, ongoing training for the board and filling vacancies in all sectors, for the annual board self-evaluation.
- (d) **Office of Program Management Committee** - This committee shall consist of up to six (6) members. The Committee may sub-divide its work into two (2) or more functional or programmatic areas and delegate the Committee's responsibilities in these areas to sub-committees. The Committee shall assist in the development of the Agency's planning system and monitor its implementation and such related matters as shall be assigned by the Board.

This committee's most common responsibilities are:

- To oversee new program development and to monitor and access existing programs
- To initiate and guide program evaluations, and
- To facilitate discussions about program priorities for the agency

**SECTION 3 - Special Committee (Pro-tem or Ad Hoc)** - The Chairperson of the Board may appoint special committee from time to time depending upon the needs of the Board. Such committees shall have such functions and serve for such time as may be determined by the Board.

**SECTION 4 - Membership** - The Chairperson shall be appointed by Board Chairperson with Board approval. The Chairperson of each committee shall appoint committee members. All standing and special committees of the Board shall fairly reflect the composition of the full Board.

**SECTION 5 - Ratification** - An act of the Board or subsequent meeting of the body must ratify any and all acts of any and all standing and special committees.

**SECTION 6 - Quorum and Act** - A simple majority of any committee shall constitute a quorum of that committee. Any act of the majority of a committee at which a quorum is present shall constitute an act of that committee.

**SECTION 7 - Notice** - Each member of any committee must be notified personally or in writing of the time, date, and location of such meetings at least thirty-six (36) hours before the committee shall meet. The requirement for notice may be waived, however, upon written agreement of all members of the committee, which is meeting.

## **ARTICLE VII - POWERS OF THE AGENCY**

**SECTION 1 - Planning and Administration** - The Agency shall be responsible for the planning, coordination, evaluation and administration of the community action programs for the counties of Clark, Floyd, and Harrison.

**SECTION 2 - Administration of Funds** - The Agency shall have the power to receive and administer funds pursuant to the Community Services Block Grant, to receive and administer funds and contributions from private and local public sources, and to receive and administer funds under any federal, state or local government assistance program pursuant to those programs.

**SECTION 3 - Delegation of Powers** - The Agency shall have the power to contract and to do any and all acts necessary to carry out its function in accordance with the Community Services Block Grant.

**SECTION 4 - Implement Programs** - The Agency shall have the power to carry out any programs not inconsistent with the Community Services Block Grant or these By-Laws which may be funded by local, county or state government or has private funding sources.

**SECTION 5 - Principal Community Services Agency** - The Agency shall serve as a public non-profit in the Clark, Floyd and Harrison County area for the solicitation of contracting for federal funds available under the Community Services Block Grant Act of 1998.

## **ARTICLE VIII - ADMINISTRATION**

**SECTION 1 - Executive Director** - There shall be an Executive Director who shall be the Chief Administrative Officer of Community Action of Southern Indiana Inc, and who shall hold office at the discretion of the Board. He/she will be the primary staff person. It shall be his/her function (1) to

recruit, employ, supervise, evaluate and terminate such other staff as are necessary to conduct the business of the Agency, (2) to keep, or have kept, and to be responsible for the custody and accuracy of all accounts, ledgers, inventories and audits of the Agency, (3) to direct personnel which may, at his/her request, be loaned by existing organizations or be obtained by contract with other organizations, (4) and to direct and supervise the implementation of all organizational activities necessary to achieve the goals and objectives of the Agency.

The Board may dismiss the Executive Director of cause. Dismissal will require a majority vote by the Board.

**SECTION 2 - Central Office Staff** - There shall be a central office staff whose function shall be:

To collect and analyze data on the incidence and nature of poverty in the Clark, Floyd and Harrison county area, identify sub-areas and groups where problems of poverty are concentrated, define major problems which require community action, and clarify objective of attack upon such problems.

1. To identify existing public and private agencies and services concerned with the problems of poverty and determine strategy and methods of fuller mobilization of public and private resources for support of community action efforts.
2. To ensure the participation of area residents in the development and implementation of planned programs affecting their county or area.
3. To foster action planning for specific community services and programs and plan with local governments and other public, private and voluntary agencies or groups for the mobilization of funds which may be available for such programs and for strengthening basic community services.
4. To evaluate proposals and foster cooperation among appropriate functional agencies, public and private, for implementation of specific components of community service programs. To evaluate proposals submitted from neighborhood organizations to ensure compliance with federal regulations and to be consistent with neighborhood priorities.

## **ARTICLE IX - FISCAL RESPONSIBILITY**

**SECTION 1 - Conformity** - To confirm with federal and local guidelines, primary fiscal responsibility will rest with the Board. Funds received and those disbursed will follow the same procedures as any federal program. All funds will come to the fiscal agent for the Agency and will

be disbursed in accordance with the approved Agency budget. The Board of Directors, with the assistance of the Executive Director and staff, will be responsible for administering, planning and monitoring all Agency-sponsored programs.

**SECTION 2 - Fiscal Policies** - All fiscal policies require a majority vote by the Board with a quorum present.

**SECTION 3 - Annual Report** - There will be an annual report to the Board at the annual meeting. A copy of such report will be sent on an annual basis to the Secretary of State. Reports will be the responsibility of the fiscal agent for the Board.

**SECTION 4 - Check Signature** - Any checks written or countersign for the corporation requires a combination of any two of the following signatures:  
Treasurer, Chairperson, or Executive Director.

#### **ARTICLE X - DISSOLUTION OF THE CORPORATION**

**SECTION 1 - Dissolution of the Corporation and Disposal of Assets** - Dissolution of the corporation will require a meeting of the full board obtaining a two-third majority vote in favor. Procedures thereafter for dissolution and disposal of assets will be according to State and Federal guidelines.

#### **ARTICLE XI - AMENDMENT OF THE BY-LAWS**

**SECTION 1 - Amendment** - These By-Laws may be amended, altered or revised by the C.A.S.I. Board of Directors at any regular meeting of the Board provided, however, that notice of five (5) days of the meeting be sent to all members of the Board and shall set forth specifically or in general terms what amendment or change is proposed to be made in the By-Laws.

Amendments of the By-Laws will not be inconsistent with the provisions of the Community Service Block Grant.

**SECTION 2 - Notice** - Notice of any changes in the By-Laws shall be promptly transmitted to the Department for Social Services; the Department of Health and Human Services, and Office of Community Services.

## Amendment

### Community Action of Southern Indiana Board of Directors Democratic Selection Process for low-income sector

1. Election by ballots cast by the corporation's clients and/or by other low-income people in the corporation's service area. 2. Selection at a community meeting in a low-income neighborhood in the corporation's service area and/or on a topic of interest to low-income people and publicized to low-income people in the corporation's service area; and/or 3. Designation by organizations in the corporation's service area composed of a majority of low-income people (Low-Income Organizations). Every effort should be made to ensure that board members representing low-income individuals and families are selected on the basis of some form of democratic procedure either directly through election, public forum, or, if not possible, through a similar democratic process such as election to a position of responsibility in another significant service or community organization such as a school PTA, a faith-based organization leadership group; or an advisory board/governing council to another low-income service provider.

By-Laws adopted this \_\_\_\_\_ day of \_\_\_\_\_, 201\_

Attested \_\_\_\_\_

Community Action of Southern IN 201 East 15th Street Jeffersonville, IN 47130
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